

Fogden, Jason 11-11-2010
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Page 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF ILLINOIS

_____)	
CITY OF GREENVILLE, ILLINOIS,)	
et al.,)	
)	
Plaintiffs,)	
)	Case No.
vs.)	10-cv-188-JPG-PMF
)	
SYNGENTA CROP PROTECTION, INC.,)	
et al.,)	
)	
Defendants.)	
_____)	

C O N F I D E N T I A L
VIDEOTAPED DEPOSITION OF JASON FOGDEN
VOLUME I

Thursday, November 11, 2010

At: 9:03 a.m.

Taken at:

O'Henry Hotel

624 Green Valley Road

Greensboro, North Carolina

Reported in Stenotype by
V. Dario Stanziola, CSR, RPR, CRR

Fogden, Jason 11-11-2010
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Page 2	Page 4
1 APPEARANCES 2 ON BEHALF OF THE PLAINTIFFS: 3 STEPHEN M. TILLERY, Esq. 4 MICHAEL KLENOV, Esq. 5 JERRY BROWN, Esq. 6 Korein Tillery, LLC 7 505 N. 7th Street, Suite 3600 8 St. Louis, Missouri 63101 9 Phone: 314.241.4844 Fax: 314.241.3525 10 E-mail: stillery@koreintillery.com 11 E-mail: mklenov@koreintillery.com 12 ON BEHALF OF THE DEFENDANTS: 13 MICHAEL A. POPE, Esq. 14 PETER SCHUTZEL, Esq. 15 McDermott Will & Emery LLP 16 227 West Monroe Street 17 Chicago, Illinois 60606 18 Phone: 312.372.2000 Fax: 314.984.7700 19 E-mail: mpope@mwe.com 20 E-mail: pschutzel@mwe.com 21 22 KURTIS B. REEG, Esq. 23 Reeg Lawyers, LLC 24 1 North Brentwood Boulevard, Suite 950 25 St. Louis, Missouri 63105 Phone: 314.446.3350 Fax: 314.446.3360 E-mail: kreeg@reeglawfirm.com Also Present: GARY TODD, CLVS, Videographer ALAN NADEL, Esq. Syngenta Crop Protection, Inc. PAUL LESKO, Esq. Simmons	1 INDEX OF EXAMINATIONS 2 3 By Mr. Tillery PAGE 6 4 5 6 INDEX OF EXHIBITS 7 NUMBER EXHIBIT MARKED 8 Plaintiff's Exhibit 1: Syngenta Treasury 22 9 Policy for the Syngenta Group, Bates 10 GRNVL0000085593 - 5609 11 12 Plaintiff's Exhibit 2: Syngenta 71 13 Sanctioning Process Guideline March 14 2010, Bates GRNVL0000085980 - 86123 15 16 Plaintiff's Exhibit 3: Statement of 121 17 Expense documents, Bates GRNVL0000078282 18 - 8350 19 20 21 22 23 24 25
Page 3	Page 5
1 VIDEOTAPED DEPOSITION OF JASON FOGDEN, a 2 witness called on behalf of the Plaintiffs, before 3 V. Dario Stanziola, CSR, RPR, CRR, Notary Public, 4 in and for the State of North Carolina, held at the 5 O'Henry Hotel, 624 Green Valley Road, Greensboro, 6 North Carolina, on Thursday, November 11, 2010, 7 commencing at 9:03 a.m. 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25	1 THE VIDEOGRAPHER: Here begins the 2 videotaped deposition of Jason Fogden, tape 3 one, volume one in the matter of City of 4 Greenville, Illinois, et al. v Syngenta Crop 5 Protection Incorporated, et al. in the United 6 States District Court for the Southern 7 District of Illinois, Case Number 8 10-CV-188-JPG-PMF. 9 Today's date is November 11th, 2010, and 10 the time on the video monitor is 8:03. 11 The video operator today is Gary Todd of 12 TeleVisual representing WestLaw Deposition 13 Services. The court reporter is Dario 14 Stanziola of Huseby Incorporated, reporting on 15 behalf of WestLaw Deposition Services. 16 Today's deposition is being taken on 17 behalf of the plaintiff and is taking place at 18 624 Green Valley Road, Greensboro, North 19 Carolina. 20 Counsel, please introduce yourselves and 21 state whom you represent. 22 MR. TILLERY: For the plaintiffs, Steve 23 Tillery, Michael Klenov of Korein Tillery of 24 St. Louis. Also present, Jerry Brown. 25 MR. POPE: For the defendants, Michael

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 6	Page 8
<p>1 Pope and Pete Schutzel, McDermott Will & Emery 2 in Chicago. 3 MR. REEG: Kurt Reeg from Reeg Lawyers 4 representing the defendants. 5 MR. NADEL: And Alan Nadel with Syngenta 6 Crop Protection, Inc. 7 THE VIDEOGRAPHER: And others present. 8 MR. LESKO: Paul Lesko. 9 THE VIDEOGRAPHER: Would the court 10 reporter please swear in the witness. 11 (Witness Sworn) 12 THE VIDEOGRAPHER: Please begin. 13 JASON FOGDEN, 14 having been duly sworn, was examined and testified 15 as follows: 16 EXAMINATION 17 BY MR. TILLERY: 18 Q. For the record, would you state your name, 19 please. 20 A. Jason Fogden. 21 Q. And what is your occupation, sir? 22 A. Chief financial officer. 23 Q. For? 24 A. For Syngenta Crop Protection, Inc. 25 Q. Okay. Could you tell me about your</p>	<p>1 A. I started off in their corporate tax 2 group. 3 Q. And what were you doing in the corporate 4 tax group? 5 A. Tax consultancy, tax compliance. I also 6 did a number of stints with the audit team to gain 7 experience for my job at the accountancy 8 qualification. So that included going out to 9 clients and doing regular audit report work as well 10 as tax consulting and compliance work. 11 Q. Have you ever given a deposition before? 12 A. No. 13 Q. Have you ever testified in any proceeding 14 before? 15 A. No. 16 Q. Did you have formal education after the 17 college that you spoke to us of? 18 A. Just my chart of accountancy exams. 19 Q. And when did you take those? 20 A. Between 1993 and 1996. 21 Q. Did you become a certified public 22 accountant in the United States? 23 A. No. 24 Q. Okay. 25 A. I'm a chartered accountant in the U.K.</p>
Page 7	Page 9
<p>1 education and training. 2 A. Educated in the U.K. Did my high school 3 and the university in the U.K. Joined Price 4 Waterhouse in London from university. 5 Q. Which -- which university did you attend? 6 A. University of New Castle. 7 Q. And that was -- when did you start that? 8 A. 1989 to 1992. 9 Q. Okay. And was that your first formal 10 education after high school? 11 A. Yes. 12 Q. And a degree was awarded? 13 A. Yes. 14 Q. And what was the degree, sir? 15 A. Law and economics, joint honors. 16 Q. Are you a licensed attorney? 17 A. No. 18 Q. Okay. As I've done with the other 19 witnesses, I apologize for my cough. I'm sorry. I 20 hope it doesn't interfere. But I hope we can get a 21 record that's clear without me coughing over your 22 answers, okay. Bear with me on that. 23 What was your first full-time job? 24 A. For Price Waterhouse in London. 25 Q. And what did you do there?</p>	<p>1 Q. All right. And how long did you stay at 2 the Price Waterhouse job? 3 A. I was there for seven years, from '93 to 4 2000. 5 Q. And then what was your next job? 6 A. With KPMG in London doing a similar role. 7 Q. Until when? 8 A. Until the end of 2002 when I joined 9 Syngenta. 10 Q. Have we covered the general assignments 11 that you've had with those two different firms before 12 joining Syngenta? 13 Were there other jobs? 14 A. No, those are the general assignments. 15 Q. Where was your first assigned position with 16 Syngenta? 17 A. In Basel. 18 Q. And for which entity were you employed? 19 A. I was employed by Syngenta International, 20 AG. 21 Q. What was your job there? 22 A. My job was deputy head of tax. 23 Q. To whom did you report? 24 A. I reported to Peter Schreiner. 25 Q. Do you know what his title was?</p>

Fogden, Jason 11-11-2010
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Page 10	Page 12
<p>1 A. His title is head of group tax.</p> <p>2 Q. And could you briefly -- the depositions</p> <p>3 have been lasting hours and hours, and we've been</p> <p>4 trying to short circuit them a little bit. And I've</p> <p>5 promised Mr. Pope to try to short circuit yours, to</p> <p>6 cut -- so we can get you and Mr. Stypa done in one</p> <p>7 day, okay? So I promise you that's what my goal is,</p> <p>8 all right?</p> <p>9 So I just wanted to tell you that. So as</p> <p>10 we go forward, I'm going to -- I'm going to</p> <p>11 abbreviate some of the areas that I would have</p> <p>12 otherwise gone into at length. But maybe you can</p> <p>13 help me out at some of these points. What were you</p> <p>14 doing then in that job?</p> <p>15 A. My role mainly involved ensuring that the</p> <p>16 group was in compliance with transfer pricing laws</p> <p>17 around the world. And dealing with sort of ad hoc</p> <p>18 group tax matters, dealing with tax cases when they</p> <p>19 came up, you know, generally those sorts of</p> <p>20 matters.</p> <p>21 Q. When you say the group, you're referring to</p> <p>22 the Syngenta group of companies?</p> <p>23 A. Yes.</p> <p>24 Q. And that's a term that we'll be using</p> <p>25 throughout the deposition. And that would include</p>	<p>1 A. Yes.</p> <p>2 Q. Did anyone functionally report to you when</p> <p>3 you were at Basel?</p> <p>4 A. No.</p> <p>5 Q. You told me who your direct report was.</p> <p>6 Did you have a functional reporting obligation when</p> <p>7 you were in Basel?</p> <p>8 A. They were the same thing.</p> <p>9 Q. Same one?</p> <p>10 A. Yes.</p> <p>11 Q. And with whom was this person affiliated in</p> <p>12 terms of the entity; if you remember?</p> <p>13 A. He worked for Syngenta International, AG</p> <p>14 as well.</p> <p>15 Q. Okay. And when was your last employment in</p> <p>16 Basel?</p> <p>17 A. Around mid 2006.</p> <p>18 Q. And then you had a change of duties or</p> <p>19 responsibilities?</p> <p>20 A. Yes.</p> <p>21 Q. And what happened then?</p> <p>22 A. Then I moved to the United States to</p> <p>23 Syngenta Corporation in Delaware.</p> <p>24 Q. What was your job at Syngenta Corporation?</p> <p>25 A. My job there was CFO for that entity. So</p>
Page 11	Page 13
<p>1 the principal holding company and all the subsidiary</p> <p>2 affiliates of Syngenta, AG; is that your</p> <p>3 understanding?</p> <p>4 A. That's my understanding.</p> <p>5 Q. Yes.</p> <p>6 All right. Did your responsibilities in</p> <p>7 that position change or did -- when you were in</p> <p>8 Basel?</p> <p>9 A. They were pretty steady over -- I was in</p> <p>10 that role for about four years. And they were</p> <p>11 pretty steady during that time.</p> <p>12 Q. Did your report responsibility change?</p> <p>13 A. No.</p> <p>14 Q. Did you do any tax work for Syngenta Crop</p> <p>15 Protection, Inc. when you were in Basel?</p> <p>16 A. No, the Crop Protection, Inc. has its own</p> <p>17 tax team.</p> <p>18 Q. Okay. In the United States?</p> <p>19 A. Yes.</p> <p>20 Q. Did you have interaction with Syngenta Crop</p> <p>21 Protection, Inc. when you were in Basel?</p> <p>22 A. Not in any meaningful way with Syngenta</p> <p>23 Crop Protection, Inc. when I was in Basel.</p> <p>24 Q. Do you know the difference between direct</p> <p>25 and functional reporting?</p>	<p>1 that was in our Delaware office.</p> <p>2 Q. How did that move or transfer come about?</p> <p>3 A. That team in Delaware is a -- has a tax</p> <p>4 team within it as well which deals with more U.S.</p> <p>5 matters. So it was an area with which I was</p> <p>6 familiar. I'm a chartered accountant. I had</p> <p>7 worked closely with my finance colleagues over the</p> <p>8 four years I was in Basel, and they selected me for</p> <p>9 that role.</p> <p>10 Q. Who selected you for it?</p> <p>11 A. Well, I got the notification from my boss</p> <p>12 Peter Schreiner.</p> <p>13 Q. Did Mr. Schreiner -- strike that.</p> <p>14 Was that considered a permanent move or a</p> <p>15 temporary assignment?</p> <p>16 A. A temporary assignment.</p> <p>17 Q. How long did the assignment last?</p> <p>18 A. I was there a year and a half.</p> <p>19 Q. And your duties in that job?</p> <p>20 A. To basically run the team in the</p> <p>21 corporate office. It's a relatively small team.</p> <p>22 Q. And the team was a tax team?</p> <p>23 A. Tax, some finance, some treasury.</p> <p>24 Q. Did you have responsibility for other U.S.</p> <p>25 subsidiaries while you were there?</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 14	Page 16
<p>1 A. No.</p> <p>2 Q. And what was your next job?</p> <p>3 A. My next job was my current role in</p> <p>4 Greensboro.</p> <p>5 Q. So you started that when?</p> <p>6 A. January 2008.</p> <p>7 Q. How was that move initiated?</p> <p>8 A. My functional boss at the time had</p> <p>9 requested that I move to Greensboro or had offered</p> <p>10 me the opportunity to move to Greensboro when the</p> <p>11 role in Greensboro was vacated.</p> <p>12 Q. Who was your functional boss?</p> <p>13 A. My functional boss was John Ramsey.</p> <p>14 Q. Where was he?</p> <p>15 A. He works for Syngenta International, AG.</p> <p>16 Q. In Basel?</p> <p>17 A. Yes.</p> <p>18 Q. Who was your direct report when you were in</p> <p>19 --</p> <p>20 A. My direct report at the time was Valdemar</p> <p>21 Fischer.</p> <p>22 Q. Before you came to Syngenta Crop</p> <p>23 Protection, Inc.?</p> <p>24 A. Yes.</p> <p>25 Q. Where was Mr. Fischer?</p>	<p>1 Crop Protection, Inc. He has -- he has an</p> <p>2 oversight accountability for the U.S., Canada and</p> <p>3 Mexico for the crop protection division.</p> <p>4 Q. Do you understand that to be NAFTA?</p> <p>5 A. Yes, I would use that phrase.</p> <p>6 Q. Okay. Have you seen the term NAFTA used to</p> <p>7 describe the responsibility over those three</p> <p>8 countries?</p> <p>9 A. It's used in a variety of ways. I have</p> <p>10 seen it used in that way.</p> <p>11 Q. Do you have NAFTA responsibilities now?</p> <p>12 A. I have -- I have an oversight</p> <p>13 responsibility for U.S., Canada and Mexico, yes.</p> <p>14 Q. And what is your oversight responsibility</p> <p>15 over Canada and Mexico?</p> <p>16 A. We have a monthly business review process</p> <p>17 where they talk us through how their business is</p> <p>18 going and inform us on how the business is going</p> <p>19 and the challenges that they're having or the</p> <p>20 opportunities that they have. We have a strategic</p> <p>21 review once a year, which is generally for one day.</p> <p>22 And then from time to time I would talk with them</p> <p>23 on ad hoc matters. But that's almost entirely with</p> <p>24 the CFO of Canada and Mexico.</p> <p>25 Q. Who has functional reporting obligations to</p>
Page 15	Page 17
<p>1 A. He's based in Greensboro.</p> <p>2 Q. Was he at the time the president of</p> <p>3 Syngenta Crop Protection, Inc.?</p> <p>4 A. Yes.</p> <p>5 Q. When Mr. Ramsey -- strike that.</p> <p>6 When did Mr. Ramsey ask you to assume the</p> <p>7 position at Syngenta Crop Protection, Inc.?</p> <p>8 A. I believe sometime in November of 2007.</p> <p>9 Q. 7.</p> <p>10 So while you were at Syngenta Corporation,</p> <p>11 you directly reported to the president of Syngenta</p> <p>12 Crop Protection, Inc.?</p> <p>13 A. Only in the organizational charts. I</p> <p>14 mean, I had -- I had no real interaction with Mr.</p> <p>15 Fischer.</p> <p>16 Q. But that's what the organizational charts</p> <p>17 provided?</p> <p>18 A. I would have to check that, yes. But as</p> <p>19 I say, our interaction was nonexistent.</p> <p>20 Q. Was he the head of NAFTA?</p> <p>21 A. What do you mean by NAFTA?</p> <p>22 Q. Do you know what the -- what Syngenta Crop</p> <p>23 Protection, Inc. means when it uses the word NAFTA in</p> <p>24 its organizational charts?</p> <p>25 A. His official role is the CEO of Syngenta</p>	<p>1 you from those two companies?</p> <p>2 A. Both of the CFO's.</p> <p>3 Q. What role do you have in terms of any</p> <p>4 filings that the Mexican and the Canadian companies</p> <p>5 filed with governmental agencies?</p> <p>6 A. No role whatsoever.</p> <p>7 Q. Okay. Are you on the boards of any board of</p> <p>8 directors of any organizations of the Syngenta</p> <p>9 affiliates or subsidiaries?</p> <p>10 A. Syngenta Corporation, Syngenta Crop</p> <p>11 Protection, Inc. and I believe Conrad Fafard, Inc.</p> <p>12 which is a small subsidiary in the U.S.</p> <p>13 Q. Can you spell the name of that small</p> <p>14 subsidiary?</p> <p>15 A. C-O-N-R-A-D, F-A-F-A-R-D.</p> <p>16 Q. Have you recently resigned any role as a</p> <p>17 board member?</p> <p>18 A. Yes, I think I used to be on the board of</p> <p>19 Syngenta Biotechnology, Inc.</p> <p>20 Q. Why did you resign?</p> <p>21 A. Because it wasn't really -- I wasn't</p> <p>22 really adding any value to the board. I wasn't</p> <p>23 really involved or attending a lot of the board</p> <p>24 meetings, so.</p> <p>25 Q. Were there board meetings?</p>

Fogden, Jason 11-11-2010
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Page 18	Page 20
<p>1 A. Yes, on -- telephone meetings.</p> <p>2 Q. Okay. And you weren't attending those</p> <p>3 telephone meetings?</p> <p>4 A. No.</p> <p>5 Q. Did you attend any of them?</p> <p>6 A. Yes, I attended a few. I don't recall</p> <p>7 how many.</p> <p>8 Q. How long were you on the board?</p> <p>9 A. Year and a half.</p> <p>10 Q. Did someone ask you to resign?</p> <p>11 A. No.</p> <p>12 Q. Were you asked to join the boards of the</p> <p>13 companies when you assumed your role at Syngenta Crop</p> <p>14 Protection, Inc.?</p> <p>15 A. I was already on the board of Syngenta</p> <p>16 Corporation, so that just carried over. In my role</p> <p>17 I became a board member of Syngenta Crop</p> <p>18 Protection, Inc. And when we acquired Conrad</p> <p>19 Fafard, I became a board member of that company as</p> <p>20 well.</p> <p>21 Q. Who acquired Conrad Fafard?</p> <p>22 A. I would have to check. I'm not sure of</p> <p>23 the legal entity relationship.</p> <p>24 Q. So you don't know who owns it?</p> <p>25 A. I believe it's Syngenta Corporation, but</p>	<p>1 duties in 2008?</p> <p>2 A. Yes.</p> <p>3 Q. Is he the CFO of the Syngenta Group?</p> <p>4 A. No, he's not.</p> <p>5 Q. Who is?</p> <p>6 A. John Ramsey.</p> <p>7 Q. Why did Syngenta Crop Protection, Inc.</p> <p>8 become an LLC?</p> <p>9 A. I think there are a number of reasons for</p> <p>10 it. It helps with -- it helps with administration,</p> <p>11 it helps --</p> <p>12 Q. How does it help with administration?</p> <p>13 A. I believe there are less filings, fewer</p> <p>14 filings to have.</p> <p>15 Q. Which fewer filings?</p> <p>16 A. I don't know.</p> <p>17 Q. Okay. How -- why else would it be</p> <p>18 necessary?</p> <p>19 A. I don't know a great deal about that.</p> <p>20 Q. Is it safe to say that you had no active</p> <p>21 role in that process of changing it?</p> <p>22 A. I had a very limited role, yes.</p> <p>23 Q. Who actually changed it?</p> <p>24 A. I don't know.</p> <p>25 Q. It wasn't done in your office in</p>
Page 19	Page 21
<p>1 I'd have to check.</p> <p>2 Q. Who's on the board of directors of Conrad</p> <p>3 Fafard?</p> <p>4 A. Myself, the head of Conrad Fafard, Keelan</p> <p>5 Pulliam, I think that's P-U, double L, I-A-M. I</p> <p>6 believe Cheryl Quain. And I don't know the other</p> <p>7 board members' names.</p> <p>8 Q. Who are these two people employed by?</p> <p>9 A. I believe Keelan Pulliam is employed by</p> <p>10 Conrad Fafard, Inc. Cheryl Quain I believe is</p> <p>11 Syngenta Corporation. But we didn't have any</p> <p>12 formal board meetings.</p> <p>13 Q. Are those unanimous consent documents</p> <p>14 signed?</p> <p>15 A. Yes.</p> <p>16 Q. Do you know if 100 percent of Conrad</p> <p>17 Fafard, Inc. is owned by a Syngenta entity?</p> <p>18 A. I believe so, yes.</p> <p>19 Q. Who do you functionally report to now?</p> <p>20 A. I functionally report to Mark Patrick.</p> <p>21 Q. Where is he located?</p> <p>22 A. He works for Syngenta International, AG.</p> <p>23 Q. In Basel?</p> <p>24 A. Yes.</p> <p>25 Q. Has that been since you've assumed your</p>	<p>1 Greensboro, was it, sir?</p> <p>2 MR. POPE: His own office you mean?</p> <p>3 Q. Yes, in your own office.</p> <p>4 A. In my -- you mean the building or my --</p> <p>5 Q. In your -- in your office, namely in your</p> <p>6 responsibility in your financial sector in your</p> <p>7 office.</p> <p>8 A. We do not have the lead on that, no.</p> <p>9 Q. Okay. Do you know who was engaged in</p> <p>10 changing the status?</p> <p>11 A. I don't know who lead it, no.</p> <p>12 Q. Did anybody consult with you about the</p> <p>13 change in the status?</p> <p>14 A. We -- yeah, we would have been informed</p> <p>15 in various meetings.</p> <p>16 Q. Okay. Who informed you?</p> <p>17 A. I believe it would have been Beth</p> <p>18 Quarles.</p> <p>19 Q. Is that -- is that your testimony that she</p> <p>20 is the one who informed you?</p> <p>21 A. Yes. I mean, I can't -- I can't -- I</p> <p>22 can't recall definitively. But she -- she would</p> <p>23 have been the one who would have talked to me about</p> <p>24 it.</p> <p>25 Q. Will the LLC have a board?</p>

6 (Pages 18 to 21)

Fogden, Jason 11-11-2010
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Page 22	Page 24
<p>1 A. I don't know.</p> <p>2 Q. Are any of the other entities being changed</p> <p>3 from corporations to LLCs?</p> <p>4 A. Not that I'm aware of.</p> <p>5 Q. Do you know why it was just Syngenta Crop</p> <p>6 Protection, Inc.?</p> <p>7 A. No, I do not.</p> <p>8 Q. Were you asked to give a tax opinion about</p> <p>9 the change?</p> <p>10 A. No.</p> <p>11 Q. Did you have a tax opinion about the</p> <p>12 change?</p> <p>13 A. No. I'm not qualified to deal with U.S.</p> <p>14 tax.</p> <p>15 Q. Do you know how the board members of</p> <p>16 Syngenta Crop Protection, Inc. subsidiaries are</p> <p>17 selected?</p> <p>18 A. I don't have a say in their selection,</p> <p>19 no.</p> <p>20 Q. Do you know who does have a say?</p> <p>21 A. No. I'm not consulted.</p> <p>22 (Plaintiff's Exhibit 1: Syngenta Treasury</p> <p>23 Policy for the Syngenta Group, Bates</p> <p>24 GRNVL0000085593 - 5609 marked for</p> <p>25 identification, as of this date.)</p>	<p>1 A. We would tend to keep copies of policies</p> <p>2 electronically rather than on paper.</p> <p>3 Q. Right.</p> <p>4 Can you look at page at the bottom of the</p> <p>5 page ending in 85595. And if you would look at the</p> <p>6 first paragraph and read that paragraph aloud,</p> <p>7 please.</p> <p>8 A. The very first paragraph?</p> <p>9 Q. Correct, sir.</p> <p>10 A. The treasury policy establishes</p> <p>11 objectives and organizational principles for all</p> <p>12 treasury activities within the group and decides</p> <p>13 responsibilities and authorities of the group CFO</p> <p>14 and group treasury.</p> <p>15 Q. And who is the group CFO referenced there?</p> <p>16 A. John Ramsey.</p> <p>17 Q. And has his assignment stayed the same in</p> <p>18 terms of his association with a particular Syngenta</p> <p>19 entity, as far as you know? Syngenta Crop -- I'm</p> <p>20 sorry, Syngenta International, AG?</p> <p>21 A. Yes, as far as I'm aware.</p> <p>22 Q. Okay. Is he a member of the Syngenta</p> <p>23 executive committee?</p> <p>24 A. Yes.</p> <p>25 Q. And the group treasury that is referenced</p>
Page 23	Page 25
<p>1 Q. We've marked for the deposition a document</p> <p>2 entitled treasury policy for the Syngenta Group. And</p> <p>3 that's marked as Exhibit Number 1. That bears a</p> <p>4 number at the bottom of the page on the right side.</p> <p>5 Do you see that number? It says Greenville 85593.</p> <p>6 A. Yes.</p> <p>7 Q. The last page of the document is Greenville</p> <p>8 85609.</p> <p>9 I'll probably be referring to that number</p> <p>10 so we know we're on the same page, okay?</p> <p>11 MR. POPE: Literally?</p> <p>12 MR. TILLERY: Yeah.</p> <p>13 Q. Are you familiar with this document?</p> <p>14 A. I have read it, yes.</p> <p>15 Q. This is a document on the front page that</p> <p>16 says it was approved by the Syngenta audit committee</p> <p>17 on July 20th, 2009, and it takes effect on July 1st,</p> <p>18 2010. I'm sorry, January 1st, 2010. Excuse me. I</p> <p>19 misspoke. Do you see that?</p> <p>20 A. Yes.</p> <p>21 Q. Do you have a copy of this document in your</p> <p>22 office?</p> <p>23 A. There's a copy on the intranet, yes.</p> <p>24 Q. Okay. And when you say there's a copy on</p> <p>25 the intranet, what does that mean?</p>	<p>1 there, what is the group treasury comprised of?</p> <p>2 A. There is a group treasurer who leads that</p> <p>3 group and there are a number of treasury</p> <p>4 individuals in various countries which functionally</p> <p>5 report to him.</p> <p>6 Q. Do you know who the group treasurer is?</p> <p>7 A. Yes. I believe it's Nik Zuercher.</p> <p>8 Q. And where is his office?</p> <p>9 A. He works for Syngenta International, AG.</p> <p>10 Q. Is he located in Basel?</p> <p>11 A. Yes.</p> <p>12 Q. Can you tell me what group treasury means</p> <p>13 to you when that term is used in that first paragraph</p> <p>14 of the introduction?</p> <p>15 A. In terms of me, I have no dealings with</p> <p>16 group treasury other than with the treasurer based</p> <p>17 in Wilmington, Delaware.</p> <p>18 Q. What is the group treasury that's mentioned</p> <p>19 there, if you can tell me?</p> <p>20 A. I would read that to mean the global</p> <p>21 treasury group, which includes the treasurer based</p> <p>22 in Wilmington, Delaware.</p> <p>23 Q. All right. And could you tell me when you</p> <p>24 say the global treasury group, do you know how many</p> <p>25 members there are in that group?</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 26	Page 28
<p>1 A. No, I have no idea.</p> <p>2 Q. Do you know who the members of the group</p> <p>3 treasury are employed by?</p> <p>4 A. No, I do not.</p> <p>5 Q. You know some of the members, right?</p> <p>6 A. Yes. I know -- I know that the treasurer</p> <p>7 whom I've had dealings with is employed, I believe,</p> <p>8 by Syngenta Corporation.</p> <p>9 Q. And that treasurer is?</p> <p>10 A. Henry Graef.</p> <p>11 Q. And he's in the United States?</p> <p>12 A. He's in Wilmington, Delaware.</p> <p>13 MR. POPE: How do you spell Graef.</p> <p>14 THE WITNESS: G-R-A-E-F.</p> <p>15 Q. Is the head of group treasury a different</p> <p>16 person than the group CFO?</p> <p>17 A. Yes.</p> <p>18 Q. And who is the head of group treasury?</p> <p>19 A. I think -- I believe that is Nik</p> <p>20 Zuercher.</p> <p>21 Q. Okay. You're not a member of group</p> <p>22 treasury?</p> <p>23 A. No.</p> <p>24 Q. You see a reference of the audit</p> <p>25 committee --</p>	<p>1 in the second paragraph, the treasury policy together</p> <p>2 with its appendices was approved by the audit</p> <p>3 committee on behalf of the board of directors.</p> <p>4 Do you see that?</p> <p>5 A. Yes.</p> <p>6 Q. Okay. In July 2009 and it replaces group</p> <p>7 wide all prior policies and sub policies as well as</p> <p>8 any amendments thereof as of January 1, 2010.</p> <p>9 Do you see that?</p> <p>10 A. Yes.</p> <p>11 Q. Was there another treasury policy in effect</p> <p>12 before this one?</p> <p>13 A. Yes, I believe so.</p> <p>14 Q. Were you made aware of it?</p> <p>15 A. Yes.</p> <p>16 Q. How was it different than this one?</p> <p>17 A. I don't -- I wouldn't recall the details.</p> <p>18 Q. So you don't know if there was any material</p> <p>19 difference between the prior treasury policy and this</p> <p>20 one -- and this treasury policy?</p> <p>21 A. I don't recall whether there was.</p> <p>22 Q. Okay. Was there always a treasury policy in</p> <p>23 place since you've been with Syngenta?</p> <p>24 A. I don't know from the -- from my earlier</p> <p>25 time with the group. There has been one in place,</p>
Page 27	Page 29
<p>1 A. Yes.</p> <p>2 Q. -- on the first page, approved by the audit</p> <p>3 committee?</p> <p>4 What is the audit committee?</p> <p>5 A. I believe it's a subcommittee of the</p> <p>6 Syngenta board.</p> <p>7 Q. It's the Syngenta AG board of directors,</p> <p>8 isn't it, a subcommittee?</p> <p>9 A. I don't know who the exact constitution</p> <p>10 of that committee is. I have never reported to or</p> <p>11 stood before that committee.</p> <p>12 Q. Is it your best understanding that that</p> <p>13 treasury -- I'm sorry, strike that.</p> <p>14 Is it your best understanding that the</p> <p>15 audit committee is a committee of the Syngenta board</p> <p>16 of directors?</p> <p>17 A. Yes.</p> <p>18 MR. POPE: Syngenta, AG board of</p> <p>19 directors you mean?</p> <p>20 MR. TILLERY: Yes.</p> <p>21 Q. And according to the introduction, the</p> <p>22 audit committee approved this policy on behalf of the</p> <p>23 entire AG board, the Syngenta AG board?</p> <p>24 A. I don't know who they approved them of.</p> <p>25 Q. I think if you look at it there, it says --</p>	<p>1 I believe, since I've been in my current role.</p> <p>2 Q. Since 2008?</p> <p>3 A. Yes.</p> <p>4 Q. And you don't know if there was one in</p> <p>5 place before then?</p> <p>6 A. No.</p> <p>7 Q. Look at the section entitled scope, section</p> <p>8 1.1. The scope of the treasury policy encompasses all</p> <p>9 affiliates where Syngenta has management control.</p> <p>10 Do you see that?</p> <p>11 A. Yes.</p> <p>12 Q. Does that include Syngenta Crop Protection,</p> <p>13 Inc.?</p> <p>14 A. Under the definition used at the bottom</p> <p>15 of the page, it would.</p> <p>16 Q. And you see that definition where it says</p> <p>17 Syngenta has, at the footnote, management control</p> <p>18 refers to those entities in which Syngenta has an</p> <p>19 interest of more than one half of the voting rights,</p> <p>20 which certainly is Syngenta Crop Protection, Inc.,</p> <p>21 correct?</p> <p>22 A. Um-hum.</p> <p>23 Q. You have to say yes or no. I'm sorry.</p> <p>24 A. I'm sorry, yes.</p> <p>25 Q. Now, look at the second half of that. Or</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 30	Page 32
<p>1 otherwise has the power to exercise control.</p> <p>2 Do you know how that term has been used in</p> <p>3 terms of the application of this treasury policy?</p> <p>4 A. That's not a phrase that is used. In</p> <p>5 terms of the treasury policy applying to Syngenta</p> <p>6 Crop Protection, AG, Syngenta has an interest in</p> <p>7 more -- more than one half of the voting rights of</p> <p>8 Syngenta Crop Protection, AG indirectly.</p> <p>9 MR. POPE: You mean AG or Inc.?</p> <p>10 THE WITNESS: Syngenta Crop Protection,</p> <p>11 Inc.</p> <p>12 Q. Yes, I understand that.</p> <p>13 But what I'm saying is you've answered it</p> <p>14 with respect to Inc., Syngenta Crop Protection, Inc.</p> <p>15 in Greensboro. I'm talking about any other entity</p> <p>16 where Syngenta, AG would have the power to exercise</p> <p>17 control?</p> <p>18 A. It's not within my agreement to answer on</p> <p>19 behalf any other entity.</p> <p>20 Q. Look at the last sentence -- look at the</p> <p>21 last sentence of section 1.2. All affiliates are</p> <p>22 accountable for the implementation of the treasury</p> <p>23 policy and the compliance with the treasury policy</p> <p>24 within their areas of responsibility.</p> <p>25 Do you see that?</p>	<p>1 it wouldn't be a job that would fall under your</p> <p>2 jurisdiction?</p> <p>3 A. I mean, the treasury policy is designed</p> <p>4 to make sure that transactions are effected</p> <p>5 economically and at a low cost and that any</p> <p>6 treasury transactions that we enter into are</p> <p>7 entered in efficiently. The business services</p> <p>8 group deals with transactional activities and,</p> <p>9 therefore, the implementation of the policy, which</p> <p>10 would be transactional in nature, falls under their</p> <p>11 arena.</p> <p>12 Q. Does Mr. Langley report to you?</p> <p>13 A. No, he does not.</p> <p>14 Q. Who does he report to?</p> <p>15 A. He reports to Dan Rose.</p> <p>16 Q. And what does Dan Rose do?</p> <p>17 A. He is the head of business services.</p> <p>18 Q. At Syngenta Crop Protection, Inc.?</p> <p>19 A. Yes.</p> <p>20 Q. Are you on any global team?</p> <p>21 A. I'm not on any global team, no.</p> <p>22 Q. Are you on any regional team?</p> <p>23 A. I'm on the regional leadership team.</p> <p>24 Q. What is that?</p> <p>25 A. It is a group that meets two or three</p>
Page 31	Page 33
<p>1 A. Yes.</p> <p>2 Q. And Syngenta Crop Protection, Inc. is an</p> <p>3 affiliate under that definition, isn't it?</p> <p>4 A. I don't see on the page where affiliate</p> <p>5 is defined, but I would assume so.</p> <p>6 Q. All right. And has this treasury policy</p> <p>7 then been implemented at Syngenta Crop Protection,</p> <p>8 Inc.?</p> <p>9 A. Yes.</p> <p>10 Q. Okay.</p> <p>11 A. I mean...</p> <p>12 Q. Who at Syngenta Crop Protection, Inc. is</p> <p>13 specifically responsible for complying with this</p> <p>14 policy?</p> <p>15 A. Currently that would be our business</p> <p>16 services organization.</p> <p>17 Q. And could you tell me who that is?</p> <p>18 A. The head of the finance business services</p> <p>19 function is Chris Langley.</p> <p>20 Q. Do you know his title?</p> <p>21 Is it just that, head of business finance</p> <p>22 services?</p> <p>23 A. Yes, I believe so.</p> <p>24 Q. Can you tell me why a business finance</p> <p>25 service head would have responsibility for this and</p>	<p>1 times a year to talk about strategy and goings on</p> <p>2 in the region.</p> <p>3 Q. Who's on the team?</p> <p>4 A. It comprises the CEOs of Syngenta Crop</p> <p>5 Protection, Inc. and the Canadian and Mexican legal</p> <p>6 entities. It has the business heads of each of our</p> <p>7 business units. It has our head of legal, our head</p> <p>8 of supply, our head of research, our head of</p> <p>9 marketing within Crop Protection, Inc. I think</p> <p>10 that's the broad membership.</p> <p>11 Q. How often does that group meet?</p> <p>12 A. Two to three times a year.</p> <p>13 Q. Are you on any team or committee with the</p> <p>14 person to whom you functionally report?</p> <p>15 A. The only -- the only committee I'm on</p> <p>16 with him is a global finance career development</p> <p>17 group.</p> <p>18 Q. Tell me about that.</p> <p>19 A. It's a group that meets every two months</p> <p>20 to discuss talent management within the finance</p> <p>21 function and to be aware of who's moving where. So</p> <p>22 I attend for one hour every two months.</p> <p>23 Q. Is that talent management within finance</p> <p>24 function?</p> <p>25 A. Yes.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 34	Page 36
<p>1 Q. Is that a review of talent in the finance</p> <p>2 function across the Syngenta Group of companies?</p> <p>3 A. Yes.</p> <p>4 Q. If you would, look at paragraph two that's</p> <p>5 on 85596. Do you see that? And it talks about the</p> <p>6 objectives of treasury management. Do you see that,</p> <p>7 sir?</p> <p>8 A. Yes.</p> <p>9 Q. And the first bullet, I'll just read this</p> <p>10 in the record, under objectives of treasury</p> <p>11 management the first says, all treasury activities</p> <p>12 shall be guided with the following objectives, taking</p> <p>13 account of risk and cost constraints. One, reduction</p> <p>14 and management of financial risks.</p> <p>15 Do you know what that means?</p> <p>16 A. I understand what that would mean in my</p> <p>17 context.</p> <p>18 Q. What would it mean to you?</p> <p>19 A. Not -- not to take or enter into any</p> <p>20 financial transactions or commits to any financial</p> <p>21 transactions which would have unnecessary risk,</p> <p>22 economic risk to the group or to -- or to Syngenta</p> <p>23 Crop Protection, Inc.</p> <p>24 Q. Do the Syngenta Group of companies</p> <p>25 centrally manage financial risk on a global basis?</p>	<p>1 to currency and fixed floating interest rate mix.</p> <p>2 Q. Do you know what that means?</p> <p>3 A. I would take that as meaning having the</p> <p>4 right profile of loans and the right profile of</p> <p>5 loans in respect of currency and whether they are</p> <p>6 short or long-term in nature.</p> <p>7 Q. The sixth bullet says risk adjusted in tax</p> <p>8 optimized intercompany funding.</p> <p>9 What does that mean?</p> <p>10 A. I would take that to mean from a risk</p> <p>11 adjusted perspective, that for intercompany funding</p> <p>12 that would be more around which currencies we have</p> <p>13 -- we have debts in or not. From a tax optimized,</p> <p>14 I mean, funding is tax -- is tax deductible whether</p> <p>15 external or internal.</p> <p>16 Q. Go to 3.1 entitled separation of front</p> <p>17 office and back office.</p> <p>18 Can you explain to me what front office</p> <p>19 functions are?</p> <p>20 A. As I understand it, the definition of</p> <p>21 front office would be more high level activity and</p> <p>22 back office functions would be more transactional</p> <p>23 in nature.</p> <p>24 Q. Front office is high level activity, is</p> <p>25 that how it's defined?</p>
Page 35	Page 37
<p>1 A. I don't know the exact remit of group</p> <p>2 treasury. Syngenta Crop Protection, Inc. has most</p> <p>3 of its dealings in terms of its external sales in</p> <p>4 U.S. dollars, so.</p> <p>5 Q. Look at the second bullet, ensuring</p> <p>6 adequate availability of liquidity.</p> <p>7 What does that mean?</p> <p>8 A. I would take that to mean that there is</p> <p>9 sufficient cash flow at any point in time and -- to</p> <p>10 meet the obligations of an entity.</p> <p>11 Q. Does the Syngenta group of companies</p> <p>12 centrally manage the availability of liquidity for</p> <p>13 the subsidiaries around the world through the group</p> <p>14 treasury?</p> <p>15 A. I don't know the management of the group</p> <p>16 treasury function for Syngenta Crop Protection,</p> <p>17 Inc. --</p> <p>18 Q. I'm just -- I'm asking you that question.</p> <p>19 Does the Syngenta Group of companies centrally manage</p> <p>20 the availability of liquidity for the subsidiaries</p> <p>21 around the world?</p> <p>22 A. I don't know.</p> <p>23 Q. Okay. The third bullet, can you read that</p> <p>24 and tell me what that means?</p> <p>25 A. Optimal capital structuring with respect</p>	<p>1 A. I don't know how it's officially defined.</p> <p>2 Q. Well, what is your understanding of the</p> <p>3 document?</p> <p>4 A. Well, my understanding of the document is</p> <p>5 that front office is defined as execution of</p> <p>6 external financial transactions.</p> <p>7 Q. So front office functions are the execution</p> <p>8 of external financial transactions.</p> <p>9 And who would have responsibility for front</p> <p>10 office functions?</p> <p>11 A. Where in particular?</p> <p>12 Q. In any front office function, according to</p> <p>13 this document.</p> <p>14 A. According to this document, it doesn't</p> <p>15 define who has responsibility for front office</p> <p>16 functions. In terms of Syngenta Crop Protection,</p> <p>17 Inc., as I understand it, our treasury function</p> <p>18 both locally and in Wilmington, Delaware would deal</p> <p>19 with any -- any of those.</p> <p>20 Q. So as this term is used in this document,</p> <p>21 and I'm looking at 3.1, can you tell me what front</p> <p>22 office means?</p> <p>23 A. As this term is used in this document, it</p> <p>24 is defined as execution of external financial</p> <p>25 transactions.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 38	Page 40
<p>1 Q. What does back office means -- strike that.</p> <p>2 What does back office mean?</p> <p>3 A. Back office is defined in this document</p> <p>4 as settlement, payment and documentation of</p> <p>5 financial transactions.</p> <p>6 Q. Give me a description in the Syngenta Group</p> <p>7 of companies, pick any company, of a distinction</p> <p>8 between front office and back office transactions.</p> <p>9 A. I can only give an answer in the context</p> <p>10 of Syngenta Crop Protection, Inc. I would say that</p> <p>11 almost the entirety of the functions that we have</p> <p>12 would be back office functions. We do not have a</p> <p>13 complex financial structure.</p> <p>14 Q. In your -- with your -- strike that.</p> <p>15 With your knowledge of operations tax-wise</p> <p>16 at Basel from your work there, would you agree that</p> <p>17 the front office functions mentioned here would occur</p> <p>18 in Basel?</p> <p>19 A. In my previous role in tax, I had limited</p> <p>20 interaction with the treasury group. And that was</p> <p>21 quite some time ago.</p> <p>22 Q. So are you telling me you just don't know?</p> <p>23 A. Yes.</p> <p>24 Q. So as CFO of Syngenta Crop Protection,</p> <p>25 Inc., you wouldn't be able to align within the</p>	<p>1 A. Because you wouldn't get -- you wouldn't</p> <p>2 get efficiency if you'd blended the two.</p> <p>3 Q. Okay. Are there other process guidelines</p> <p>4 which flow from this treasury policy that are on your</p> <p>5 intranet?</p> <p>6 A. I'm not aware of detailed policies other</p> <p>7 than this one.</p> <p>8 Q. Can you explain to me what the four eyes</p> <p>9 principle is that the treasury policy calls for?</p> <p>10 MR. POPE: Referenced in the next</p> <p>11 paragraph?</p> <p>12 MR. TILLERY: It's in this section, yes.</p> <p>13 A. I believe that's just a general term</p> <p>14 making sure at least two people see a document</p> <p>15 before it is agreed.</p> <p>16 Q. Actually, doesn't it mean that all treasury</p> <p>17 related payments require two signatures?</p> <p>18 A. That's what it states in this paragraph.</p> <p>19 Q. And that's one from the local entity and</p> <p>20 one from global or group treasury, isn't it?</p> <p>21 A. I don't know.</p> <p>22 Q. Okay. Look the at last sentence of the</p> <p>23 page 85596.</p> <p>24 A. Yes.</p> <p>25 Q. Tell me what that means.</p>
Page 39	Page 41
<p>1 company structure of the Syngenta Group of companies</p> <p>2 who would have front office responsibilities?</p> <p>3 A. That's not what I'm saying. What I'm</p> <p>4 saying is that in terms of execution of external</p> <p>5 financial transactions, as I would read it, we</p> <p>6 don't have that activity in Syngenta Crop</p> <p>7 Protection, Inc.</p> <p>8 Q. Okay. You don't know who has front office</p> <p>9 responsibilities as that term is defined in section</p> <p>10 3.1, correct?</p> <p>11 A. Yes.</p> <p>12 Q. Why does the treasury policy call for a</p> <p>13 strict separation of front office and back office</p> <p>14 functions?</p> <p>15 A. I would assume that as with broader</p> <p>16 finance, back office functions are collected</p> <p>17 together for efficiency purposes.</p> <p>18 Q. Well, okay. Whether or not they're</p> <p>19 collected together for efficiency purposes, why does</p> <p>20 the treasury policy call for a strict separation</p> <p>21 between those functions you just mentioned and front</p> <p>22 office functions?</p> <p>23 A. Entirely reasonable for the treasury</p> <p>24 policy to have efficiency as one of its objectives.</p> <p>25 Q. But why for the strict separation?</p>	<p>1 A. I believe, though it's not entirely clear</p> <p>2 to me, that in terms of treasury settlement or</p> <p>3 payment, they would be referring to an external</p> <p>4 transaction with regard to foreign currency. But</p> <p>5 all -- I mean, all payments made within Syngenta</p> <p>6 Crop Protection, Inc. I'm authorized up to my</p> <p>7 delegation of authority from the board to make.</p> <p>8 Q. Right.</p> <p>9 MR. TILLERY: I move to strike that as</p> <p>10 unresponsive.</p> <p>11 Q. Can you tell me what that last sentence</p> <p>12 means, please.</p> <p>13 A. I'll put it a different way. That does</p> <p>14 not restrict my obligation to sign on behalf of</p> <p>15 Syngenta Crop Protection for -- for payments. I</p> <p>16 believe this is to do with foreign currency</p> <p>17 payments of which we don't really have a great</p> <p>18 deal.</p> <p>19 MR. TILLERY: I move to strike that as</p> <p>20 unresponsive.</p> <p>21 Q. Can you tell me what the last sentence</p> <p>22 means?</p> <p>23 MR. POPE: He's given you two -- twice</p> <p>24 he's answered. You don't listen to him,</p> <p>25 Steve.</p>

11 (Pages 38 to 41)

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 42	Page 44
<p>1 MR. TILLERY: I've got it right in front</p> <p>2 of me. His answer was, that does not restrict</p> <p>3 my obligation to sign. I'm asking --</p> <p>4 MR. POPE: I believe it has to do with</p> <p>5 foreign currency payments of which we don't</p> <p>6 have a great deal.</p> <p>7 Q. Is it your understanding that the last</p> <p>8 sentence relates to foreign currency payments?</p> <p>9 A. That is my best reading of it at this</p> <p>10 point in time, yes.</p> <p>11 Q. Okay. Do you know anymore about what it</p> <p>12 means other than it relates to foreign currency</p> <p>13 payments?</p> <p>14 A. Not at this point in time, no.</p> <p>15 Q. Okay. On the following page, paragraph</p> <p>16 3.2. Do you see that?</p> <p>17 A. Yes.</p> <p>18 Q. What is the middle office that's referred</p> <p>19 there?</p> <p>20 A. I believe the middle office simply</p> <p>21 collates transactional information so that it could</p> <p>22 be recorded in a composite format.</p> <p>23 Q. Who occupies the middle office in your</p> <p>24 operation at Syngenta Crop Protection, Inc.?</p> <p>25 A. We don't have it -- we don't have a</p>	<p>1 of our risks are on the transactions that we have</p> <p>2 undertaken. By Syngenta Crop Protection, Inc. is</p> <p>3 not a complex entity from a treasury perspective.</p> <p>4 As I mentioned, we have a treasurer based in</p> <p>5 Wilmington, Delaware who would tend to collate the</p> <p>6 U.S. transactions as a whole from a reporting</p> <p>7 perspective.</p> <p>8 Q. Sir, I'm trying to move us along as quickly</p> <p>9 as I can. Here was my question to you, in other</p> <p>10 words, where would the middle office be located if</p> <p>11 it's not in Syngenta Crop Protection, Inc. That was</p> <p>12 my question.</p> <p>13 MR. POPE: Objection to form.</p> <p>14 Q. Can you tell me where it's located?</p> <p>15 A. Yeah. I mean, I would say, actually, the</p> <p>16 activities -- if it is about accounting and</p> <p>17 controlling and monitoring the transactions, we</p> <p>18 would report that from Syngenta Crop Protection,</p> <p>19 Inc. So we would have a person who would actually</p> <p>20 account for and control the financial transactions</p> <p>21 which would then be collated at a group level. So</p> <p>22 we would actually have that function, although we</p> <p>23 don't have a defined middle office.</p> <p>24 Q. And who's that person?</p> <p>25 A. That person within Syngenta Crop</p>
Page 43	Page 45
<p>1 defined middle office at Syngenta Crop Protection,</p> <p>2 Inc.</p> <p>3 Q. Do you have a defined front office at</p> <p>4 Syngenta Crop Protection, Inc.?</p> <p>5 A. No.</p> <p>6 Q. Would yours be the back office that's</p> <p>7 referenced here?</p> <p>8 A. Syngenta Crop Protection, Inc.'s treasury</p> <p>9 transaction's pretty operational in nature, and</p> <p>10 therefore dealt with by the Syngenta business</p> <p>11 services group.</p> <p>12 Q. Where is that?</p> <p>13 A. That's within Syngenta Crop Protection,</p> <p>14 Inc.</p> <p>15 Q. Would that be considered a back office</p> <p>16 function as it's -- as you understand the term to be</p> <p>17 used in this document?</p> <p>18 A. Yes, I would say so.</p> <p>19 Q. So tell me what you understand the middle</p> <p>20 office to be as referenced in this document?</p> <p>21 In other words, where it would be located</p> <p>22 if its not Syngenta Crop Protection, Inc.?</p> <p>23 A. Syngenta Crop Protection, Inc. would</p> <p>24 perform similar functions in that we collect what</p> <p>25 the sum of our risks are and we report what the sum</p>	<p>1 Protection, Inc. would probably be Jenn McMillan.</p> <p>2 Q. And who does she report to?</p> <p>3 A. She reports to -- indirectly to Chris</p> <p>4 Langley.</p> <p>5 Q. And who does she report directly to?</p> <p>6 A. Will Crucian.</p> <p>7 Q. And where is he?</p> <p>8 A. He's in Syngenta Crop Protection, Inc. in</p> <p>9 Greensboro.</p> <p>10 Q. Take a look at section 4.1.</p> <p>11 4.1 reads in the second sentence of the</p> <p>12 first paragraph, Syngenta Group shall act as a single</p> <p>13 financial unit being centrally managed by group</p> <p>14 treasury. The economic interest of the group always</p> <p>15 takes precedence over local interests of affiliates.</p> <p>16 Do you see that?</p> <p>17 A. Yes.</p> <p>18 Q. And according to the next paragraph, group</p> <p>19 treasury delegates some responsibilities and</p> <p>20 authorities to affiliates in order to achieve</p> <p>21 sensible operational effective -- effectiveness -- I'm</p> <p>22 sorry, effectiveness within the scope of the treasury</p> <p>23 policy.</p> <p>24 Do you see that?</p> <p>25 A. Yes.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 46	Page 48
<p>1 Q. Are there specific delegations of such 2 responsibility in writing? 3 A. I would have to check. As I say, we do 4 not have a complex treasury -- 5 Q. Sir, I'm asking you are there -- are there 6 documents in writing? 7 A. I would have to check. 8 Q. So you're -- today, unfortunately, we can't 9 sort of let you leave and come back to your office 10 and -- we're in the middle of a dep. 11 Do you know right now whether there are 12 such directives? 13 A. No. 14 Q. Okay. Have you ever used them? 15 A. No. 16 Q. Okay. Look at the following page, which is 17 85598, section 4.6. 18 What is a counterparty referenced there? 19 A. A counterparty would be an entity or 20 person with whom you enter a loan transaction. 21 Q. Are you talking about a bank? 22 A. I wouldn't -- I wouldn't restrict it to 23 banks, no. 24 Q. Okay. 25 A. I'm not talking about commercial</p>	<p>1 borrow funds from? Which entity? 2 A. Would probably be Syngenta Corporation. 3 Q. Do you know? 4 Is it Syngenta Corporation or not? 5 A. I would imagine its Syngenta Corporation, 6 yes. 7 Q. You keep saying I imagine. You're the -- 8 you're the financial officer. I'm trying to find 9 out. 10 A. Intercompany debt is not something I 11 spend a great deal of my time on. 12 Q. Do you spend any of your time on 13 intercompany debt? 14 A. I see a review of what level of 15 intercompany debt we have every month in our annual 16 -- in our monthly review of financial statements of 17 Syngenta Crop Protection. 18 Q. And is it your understanding that you're 19 borrowing from Syngenta Corporation? 20 A. That would be my understanding, yes. 21 Q. Okay. Who does Syngenta Corporation borrow 22 from? 23 A. I don't know. 24 Q. Let's go to 4.7. 25 That's a paragraph that starts at 85598</p>
Page 47	Page 49
<p>1 transactions. 2 Q. Have you been involved in any transaction 3 with a counterparty? 4 A. Under this definition, no. Because this 5 definition would not cover our customers. 6 Q. All of the counterparties have to be 7 approved by the group's CFO, don't they? 8 A. All counterparties within the treasury 9 document, which I believe is for external financial 10 transactions. 11 Q. Let me read the sentence at 4.6. All 12 counterparties have to be approved by the group's CFO 13 with a counterparty limit assigned per instrument 14 type. 15 A. Yes. And by instrument type it is 16 referring to an external financial transaction such 17 as a loan, which we do not have within Syngenta 18 Crop Protection, Inc. 19 Q. So you don't borrow? 20 A. We borrow internally. 21 Q. Okay. When you borrow internally, are you 22 borrowing from another Syngenta company? 23 A. Yes. 24 Q. Upon -- strike that. 25 Who does Syngenta Crop Protection, Inc.</p>	<p>1 carries over to the next page. Do you see that? 2 In the carryover page, it refers to group 3 legal and group tax. 4 Where is group legal located? 5 A. My understanding is that as with group 6 treasury and with group tax, that is a group of 7 individuals who may be located in a number of 8 different locations. So there are group tax 9 individuals and I would assume group legal 10 individuals in different territories. 11 Q. Do you understand that the head of group 12 legal is Christoph Maeder? 13 A. Yes. 14 Q. And he's in Basel? 15 A. Yes. 16 Q. Syngenta International, AG? 17 A. Yes. 18 Q. Member of the Syngenta executive committee? 19 A. Yes. 20 Q. And is he also head of group tax? 21 A. Peter Schreiner is head of group tax. 22 Q. Is Peter Schreiner a member of the Syngenta 23 executive committee? 24 A. No, he's not. 25 Q. Is he a board -- one of the Syngenta board</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 50	Page 52
<p>1 of directors?</p> <p>2 A. No, he's not.</p> <p>3 Q. Okay. Do you know who he -- do you know</p> <p>4 who Peter Schreiner reports to?</p> <p>5 A. He reports to Christoph Maeder.</p> <p>6 Q. Do you know how group treasury maintains</p> <p>7 the liquidity of Syngenta Group companies worldwide?</p> <p>8 A. No.</p> <p>9 Q. Are Syngenta Crop Protection, Inc.'s bank</p> <p>10 accounts cleared daily to remove excess cash?</p> <p>11 A. Yes.</p> <p>12 Q. Is that clearing function referred to as</p> <p>13 cash sweeping?</p> <p>14 A. Yes.</p> <p>15 Q. Could you tell me how the cash sweeping</p> <p>16 process works?</p> <p>17 A. Not in detail, no.</p> <p>18 Q. Who's in charge of that?</p> <p>19 A. Henry Graef, who is the treasurer based</p> <p>20 in Wilmington, will liaise with Will Crucian's team</p> <p>21 to effect any transaction.</p> <p>22 Q. Henry Graef works for?</p> <p>23 A. Syngenta Corporation.</p> <p>24 Q. And Willy Christian?</p> <p>25 A. Will Crucian, C-R-U-C-I-A-N.</p>	<p>1 A. I wouldn't have thought so. Not for the</p> <p>2 U.S., but --</p> <p>3 Q. You don't know?</p> <p>4 A. -- that's speculation, yeah.</p> <p>5 Q. Are the funds allocated to meet the</p> <p>6 liquidity requirements of other Syngenta Group</p> <p>7 companies?</p> <p>8 A. I don't know.</p> <p>9 Q. Do you know who decides how much money is</p> <p>10 swept daily?</p> <p>11 A. I believe it is an automated process, but</p> <p>12 I would have to -- I would have to check. I don't</p> <p>13 deal with the detail of that.</p> <p>14 Q. Automated in that all of the money is</p> <p>15 swept?</p> <p>16 A. I believe so.</p> <p>17 Q. Is there a policy on cash sweeping?</p> <p>18 A. I haven't seen it.</p> <p>19 Q. Do you know what part of the global</p> <p>20 operation of Syngenta companies has jurisdiction over</p> <p>21 cash sweeping?</p> <p>22 A. I don't know what you mean in terms of</p> <p>23 the global operation.</p> <p>24 Q. In Basel, who there would you go to to ask</p> <p>25 the question about cash --</p>
Page 51	Page 53
<p>1 Q. Okay. Who does he work for?</p> <p>2 A. He works for Chris Langley, that I</p> <p>3 referred to earlier.</p> <p>4 Q. And they coordinate on a daily basis to</p> <p>5 sweep the cash from the company?</p> <p>6 A. I would imagine so, yes.</p> <p>7 Q. Do you know where the cash goes?</p> <p>8 A. No, I do not.</p> <p>9 Q. Do you know which bank controls the funds</p> <p>10 for the Syngenta Group companies?</p> <p>11 A. No.</p> <p>12 Q. From a tax standpoint, do you know why the</p> <p>13 funds are swept?</p> <p>14 A. I don't believe it's -- I don't believe</p> <p>15 it's a tax transaction.</p> <p>16 Q. Why is it done?</p> <p>17 A. Because it -- economically it means that</p> <p>18 you can gain the most amount of interest income</p> <p>19 over time by doing so because you collate your</p> <p>20 funds in the highest earning account, such as an</p> <p>21 individual would.</p> <p>22 Q. And where would those accounts be?</p> <p>23 A. I don't know the particular details of</p> <p>24 the accounts.</p> <p>25 Q. Could they be in other countries?</p>	<p>1 A. I have never dealt with a person from</p> <p>2 group treasury --</p> <p>3 MR. POPE: Let him finish his question</p> <p>4 before you answer, okay?</p> <p>5 Q. Okay. Now, Syngenta Crop Protection, Inc.</p> <p>6 needs funds that are not in its account to complete a</p> <p>7 transaction. Tell me how it secures those funds back</p> <p>8 the following day or the following week to pay off</p> <p>9 bills?</p> <p>10 A. Within the team of Will Crucian, they</p> <p>11 have a weekly cash flow process where they</p> <p>12 understand what their ins and outs for any</p> <p>13 particular week will be and ensure that we have</p> <p>14 sufficient liquidity to deal with any of those</p> <p>15 obligations that we have. That is -- that is a</p> <p>16 weekly process. So they are on top of any</p> <p>17 short-term obligations that they have on a weekly</p> <p>18 basis.</p> <p>19 Q. And Will Crucian works for whom?</p> <p>20 A. Chris Langley.</p> <p>21 Q. Okay. He's at Syngenta Crop Protection,</p> <p>22 Inc.?</p> <p>23 A. Yes.</p> <p>24 Q. And again, if there are monies that are</p> <p>25 going to be needed, who does he contact to secure</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 54	Page 56
<p>1 those monies?</p> <p>2 A. All of his discussions would be with</p> <p>3 Henry Graef.</p> <p>4 Q. And Henry Graef would talk to whom?</p> <p>5 A. I don't know who Henry Graef would talk</p> <p>6 to.</p> <p>7 Q. Okay. Where would the money come from if</p> <p>8 there was inadequate funds at Syngenta Corporation?</p> <p>9 A. I would find it hard to believe there</p> <p>10 were any -- I would find it hard to believe there</p> <p>11 were at any point in time inadequate funds at</p> <p>12 Syngenta Corporation.</p> <p>13 Q. Do you know what funding they have?</p> <p>14 A. No, I have -- I have little interaction</p> <p>15 with group treasury.</p> <p>16 Q. Go to, if you wouldn't mind, page 85602.</p> <p>17 On this page there's a reference to a</p> <p>18 shareholder cash return policy. That's in the second</p> <p>19 paragraph.</p> <p>20 First sentence reads, on a yearly basis the</p> <p>21 group funding strategy is agreed with the group CFO</p> <p>22 and shareholder cash return policy with the board.</p> <p>23 Tell me what that means.</p> <p>24 A. I have never been in one of those</p> <p>25 meetings nor have I seen that strategy.</p>	<p>1 Q. Has any subsidiaries.</p> <p>2 So it doesn't pay dividends?</p> <p>3 A. It pays dividends. But your question was</p> <p>4 to Syngenta Crop Protection, Inc.</p> <p>5 Q. Who does it pay dividends to?</p> <p>6 A. I believe it would be Syngenta</p> <p>7 Corporation -- Syngenta Seeds, Inc.</p> <p>8 Q. Syngenta Seeds?</p> <p>9 A. Yes.</p> <p>10 Q. Okay. Walk me through how that process</p> <p>11 works?</p> <p>12 A. If there was a -- we would not have a</p> <p>13 formal policy around dividend payments within the</p> <p>14 group.</p> <p>15 Q. Within what group?</p> <p>16 A. Well, within affiliates within the</p> <p>17 Syngenta Group.</p> <p>18 Q. Of all of the affiliates?</p> <p>19 A. I can't speak for all of the affiliates.</p> <p>20 I can speak for Syngenta Crop Protection, Inc.</p> <p>21 Q. Well, when you -- I'm trying to define</p> <p>22 terms. When you say within the group, what are you</p> <p>23 talking about?</p> <p>24 A. If I mentioned the group, I would say in</p> <p>25 Syngenta Group of companies.</p>
Page 55	Page 57
<p>1 Q. Is this something that you ever get</p> <p>2 involved with?</p> <p>3 A. No.</p> <p>4 Q. Do you know what a shareholder cash return</p> <p>5 policy is?</p> <p>6 A. I don't believe there is a broad</p> <p>7 definition of what that is, no.</p> <p>8 Q. Do the Syngenta Group companies pay</p> <p>9 dividends?</p> <p>10 A. Yes.</p> <p>11 Q. How are dividends paid?</p> <p>12 A. Can you clarify your question.</p> <p>13 Q. Well, how would a dividend be paid to</p> <p>14 Syngenta Crop Protection, Inc.?</p> <p>15 A. To Syngenta Crop Protection, Inc.?</p> <p>16 Q. Right.</p> <p>17 A. From -- from whom? I.</p> <p>18 Q. I don't know. That's what I want you to</p> <p>19 tell me.</p> <p>20 A. I don't believe we have any subsidiaries</p> <p>21 who would pay us dividends.</p> <p>22 Q. Okay. None of them pay dividends, right?</p> <p>23 A. Yeah. I don't believe Syngenta Crop</p> <p>24 Protection has subsidiaries. Syngenta Crop</p> <p>25 Protection, Inc.</p>	<p>1 Q. Okay.</p> <p>2 A. In terms of your particular question</p> <p>3 around dividends, it is an ad hoc process and not a</p> <p>4 regular process.</p> <p>5 Q. Okay. Who decides the ad hoc process?</p> <p>6 A. If there is a -- if there is a need to</p> <p>7 pay a dividend or a request to a pay a dividend,</p> <p>8 that would be dealt with by the board of Syngenta</p> <p>9 Crop Protection, Inc.</p> <p>10 Q. And have there been board meetings where</p> <p>11 that has been -- a dividend has been declared?</p> <p>12 A. We would not have meetings. That would</p> <p>13 generally be dealt with unanimous consent. It is</p> <p>14 not a regular process.</p> <p>15 Q. Have there been any since you've been on</p> <p>16 the board where dividends have been declared?</p> <p>17 A. Yes.</p> <p>18 Q. And was that done by unanimous consent?</p> <p>19 A. Yes.</p> <p>20 Q. Did you sign those documents as part of the</p> <p>21 unanimous consent?</p> <p>22 A. Yes.</p> <p>23 Q. And with whom -- strike that.</p> <p>24 Who proposed the dividend?</p> <p>25 A. The proposal came to me from Beth</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 58	Page 60
<p>1 Quarles, who is the legal counsel and member of the</p> <p>2 board of Syngenta Crop Protection, Inc.</p> <p>3 Q. And did you prepare the documents?</p> <p>4 A. No, I did not.</p> <p>5 Q. Did she?</p> <p>6 A. She -- I believe she prepared the</p> <p>7 documents, yes.</p> <p>8 Q. Did she send the same documents to</p> <p>9 everybody else on the board?</p> <p>10 A. I don't know that.</p> <p>11 Q. Do you know who ultimately proposed that</p> <p>12 dividend?</p> <p>13 A. No.</p> <p>14 Q. It wasn't you, was it?</p> <p>15 A. It wasn't me.</p> <p>16 Q. Okay. Was there any dissent on the vote?</p> <p>17 A. No.</p> <p>18 Q. How many times has that been done?</p> <p>19 A. Only once, I believe, in my -- in my</p> <p>20 tenure.</p> <p>21 Q. Where was that dividend or was it, to whom?</p> <p>22 A. It would be to Syngenta Seeds, Inc.</p> <p>23 Q. How much was it?</p> <p>24 A. Approximately \$300 million.</p> <p>25 Q. Okay. Does the Syngenta Group treasury</p>	<p>1 Q. So as part of your day-to-day functions,</p> <p>2 you weren't given this?</p> <p>3 A. In terms of my day-to-day functions, the</p> <p>4 responsibilities that I have within Syngenta Crop</p> <p>5 Protection, Inc. are delegated to me by the board</p> <p>6 of Syngenta Crop Protection, Inc. under a</p> <p>7 delegation of authority.</p> <p>8 Q. Okay. I move to strike your answer as</p> <p>9 unresponsive.</p> <p>10 Let me read you what I -- what I said,</p> <p>11 okay, so we can be clear. So as part of your</p> <p>12 day-to-day functions, you weren't given this?</p> <p>13 A. No.</p> <p>14 Q. Okay. Did you know before yesterday that</p> <p>15 it was on the Syngenta intranet?</p> <p>16 A. No.</p> <p>17 Q. Did you read the -- the reserve power</p> <p>18 section dealing with finance including tax?</p> <p>19 A. I did not read it in any detail.</p> <p>20 Q. So you really don't know what the reserve</p> <p>21 powers section provides with respect to who</p> <p>22 determines the dividends of Syngenta Group companies,</p> <p>23 do you?</p> <p>24 A. No. As I -- as I responded, my</p> <p>25 responsibilities within Syngenta Crop Protection,</p>
Page 59	Page 61
<p>1 determine whether Syngenta Group companies will pay</p> <p>2 dividends?</p> <p>3 A. Not to my knowledge, no.</p> <p>4 Q. Are you familiar with the reserve powers</p> <p>5 that are on the intranet?</p> <p>6 A. I have heard the term. They're not, as</p> <p>7 far as I'm aware, on the intranet.</p> <p>8 Q. Are you familiar with the reserve powers?</p> <p>9 A. Can you define more closely how you</p> <p>10 determine familiar.</p> <p>11 Q. Well, I mean, have you ever seen them?</p> <p>12 A. I've seen -- I've seen a copy. I do not</p> <p>13 have a copy.</p> <p>14 Q. Where did you see a copy?</p> <p>15 A. I have -- I'm trying to remember.</p> <p>16 Q. Was it in preparation for the deposition?</p> <p>17 A. I have not seen a full copy in that. We</p> <p>18 discussed it.</p> <p>19 Q. Was it in preparation for the deposition?</p> <p>20 MR. POPE: Yesterday.</p> <p>21 Q. Was that the first time you'd ever seen the</p> <p>22 reserve powers?</p> <p>23 A. Yes.</p> <p>24 Q. He has to hear a yes or a no.</p> <p>25 A. Yes.</p>	<p>1 Inc. are given to me under a delegation of</p> <p>2 authority from the board of Syngenta Crop</p> <p>3 Protection, Inc., and it's those that I follow in</p> <p>4 carrying out my duties.</p> <p>5 MR. TILLERY: Okay. I move to strike that</p> <p>6 as unresponsive. We're going to be here all</p> <p>7 day, I can tell you. I'm going to take a</p> <p>8 break now and let you talk to him. But we're</p> <p>9 going to be here and we're going to -- we'll</p> <p>10 have to take -- we'll have to take Stypa next</p> <p>11 week or tomorrow. But I can't help that.</p> <p>12 Let's take a short break.</p> <p>13 THE VIDEOGRAPHER: Stand by.</p> <p>14 Going off the record. The time is 10:18</p> <p>15 and 13 seconds.</p> <p>16 (A BRIEF RECESS WAS TAKEN.)</p> <p>17 THE VIDEOGRAPHER: We're going on the</p> <p>18 record at 10:26 and 48 seconds.</p> <p>19 Please continue.</p> <p>20 Q. Sir, according to the document marked as</p> <p>21 Exhibit Number 1, treasury policy for the Syngenta</p> <p>22 Group, group treasury is responsible for negotiating</p> <p>23 and entering into legal agreements with financial</p> <p>24 counterparties, aren't they?</p> <p>25 A. Which page are you referring to?</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 62	Page 64
<p>1 Q. I'm talking about -- well, first of all, do</p> <p>2 you know without looking and reading the page</p> <p>3 yourself?</p> <p>4 A. I would rather look in -- read the page.</p> <p>5 Which page are you referring to?</p> <p>6 Q. That's fine. We will. But answer my</p> <p>7 question first.</p> <p>8 Do you know the answer to the question</p> <p>9 without looking at the paragraph I direct you to?</p> <p>10 A. Would you repeat your question?</p> <p>11 Q. Yes.</p> <p>12 According to the document marked as Exhibit</p> <p>13 Number 1, treasury policy for the Syngenta Group,</p> <p>14 group treasury is responsible for negotiating and</p> <p>15 entering into legal agreements with financial</p> <p>16 counterparties, aren't they?</p> <p>17 A. If that's what the policy says. I don't</p> <p>18 have experience with that.</p> <p>19 Q. Okay. I'm just -- I'm asking you with -- if</p> <p>20 the document -- if I sent you to paragraph 4.7 and</p> <p>21 you read that, you would agree, right?</p> <p>22 A. I would agree that that's what the</p> <p>23 document is saying.</p> <p>24 Q. That's what the document says.</p> <p>25 Without looking at that, you wouldn't know</p>	<p>1 of any kind may only be concluded if the contract</p> <p>2 itself complies with the legal standards and</p> <p>3 requirements specified or agreed by group treasury,</p> <p>4 group legal and group tax.</p> <p>5 Is that correct?</p> <p>6 A. That's what the document says.</p> <p>7 Q. Okay. So is your recollection refreshed?</p> <p>8 A. My recollection is unchanged. If I</p> <p>9 wanted to enter into transaction, that would be</p> <p>10 approved as noted in this document under the</p> <p>11 delegation of authority. And the delegation of</p> <p>12 authority within Syngenta Crop Protection, Inc. is</p> <p>13 a delegation of authority granted to me by the Crop</p> <p>14 Protection, Inc. board, is a delegation of</p> <p>15 authority granted to me on the Crop Protection Inc.</p> <p>16 board. If I was entering into a financial</p> <p>17 contract, I would use my legal counsel based in</p> <p>18 Syngenta Crop Protection, Inc. to review that. And</p> <p>19 she is -- is or may be defined as member of group</p> <p>20 legal. That I do not know.</p> <p>21 Q. So you're saying you would just ignore this</p> <p>22 provision?</p> <p>23 A. No. I would say that I would use the</p> <p>24 delegation of authority granted to me by the entity</p> <p>25 I work for to define what is within my remit as an</p>
Page 63	Page 65
<p>1 one way or another?</p> <p>2 A. In my current capacity I do not enter</p> <p>3 into transactions with external counterparties.</p> <p>4 Q. Okay. So would you be able to answer me</p> <p>5 without looking at the document one way or another</p> <p>6 whether that statement is true?</p> <p>7 A. That's true for a number of things.</p> <p>8 Q. Okay. Would that be correct with respect to</p> <p>9 what I just said?</p> <p>10 A. Yes.</p> <p>11 Q. Okay. And according to the same document,</p> <p>12 Exhibit 1, contracts for financial transactions of</p> <p>13 any kind may only be concluded if the contracts</p> <p>14 comply with the legal standards and requirements</p> <p>15 specified by group treasury, group legal or group</p> <p>16 tax, correct?</p> <p>17 A. I would not read that as holding true for</p> <p>18 transactions of any kind.</p> <p>19 Q. I say contracts for financial transactions.</p> <p>20 A. Of any kind?</p> <p>21 Q. Yes.</p> <p>22 A. That's too broad, too broad in my mind.</p> <p>23 Q. Okay. Let's go to 4.7.</p> <p>24 Last paragraph of the -- of the page, the</p> <p>25 last sentence, contracts for financial transactions</p>	<p>1 officer of the company. And I would use my legal</p> <p>2 counsel granted to me by that entity to define</p> <p>3 whether or not the contract is valid.</p> <p>4 Q. Are Syngenta affiliates obligated to deal</p> <p>5 exclusively with group treasury under the terms of</p> <p>6 this agreement?</p> <p>7 A. In what context? Deal exclusively with</p> <p>8 them for every -- all treasury matters?</p> <p>9 Q. In financial transactions.</p> <p>10 A. I would say no, if you -- I mean, a</p> <p>11 financial transaction may be that we extend the</p> <p>12 customer's credit terms. That's a financial</p> <p>13 transaction. I don't deal with group treasury when</p> <p>14 I would undertake that. I sign under my authority</p> <p>15 under the delegation of authority to extend those</p> <p>16 credit terms.</p> <p>17 Q. Look at paragraph 4.8, obligation of</p> <p>18 affiliates to deal exclusively with group treasury.</p> <p>19 All financial transactions including hedging and use</p> <p>20 of derivatives carried out by affiliates are directly</p> <p>21 contracted with or through group treasury.</p> <p>22 Exceptions require prior approval by the group</p> <p>23 treasurer.</p> <p>24 Do you see that?</p> <p>25 A. Yes.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 66	Page 68
<p>1 Q. Okay. Do you understand that paragraph?</p> <p>2 A. Just let me read through the definition</p> <p>3 of financial transaction as referred to in that</p> <p>4 paragraph.</p> <p>5 I would not cite the example that I --</p> <p>6 the example that I cited I would not define as a</p> <p>7 financial transaction under this paragraph.</p> <p>8 Q. Do you understand the paragraph now that I</p> <p>9 read to you?</p> <p>10 A. Yes, I understand the paragraph.</p> <p>11 Q. And does Syngenta Crop Protection, Inc.'s</p> <p>12 policies comply with that paragraph?</p> <p>13 A. We don't have external financial</p> <p>14 transactions as defined under that paragraph of any</p> <p>15 materiality.</p> <p>16 Q. Okay. Look at paragraph five on 85600. And</p> <p>17 the sentence reads the group-wide tasks lie within</p> <p>18 the responsibility of the central treasury function,</p> <p>19 but need to be supported by the affiliates.</p> <p>20 What is the central treasury function</p> <p>21 mentioned there?</p> <p>22 A. I don't know.</p> <p>23 Q. Okay. Look at 5.1.1 on the same page.</p> <p>24 Group treasury provides uniform formats and systems</p> <p>25 in an annual reporting calendar for all</p>	<p>1 Q. Your office, what you do.</p> <p>2 You're the chief financial officer, right?</p> <p>3 A. Yes.</p> <p>4 Q. What do you do and the people who work for</p> <p>5 you? What is the scope of your responsibility?</p> <p>6 A. The scope of my responsibility is to</p> <p>7 manage the financial transactions of Syngenta Crop</p> <p>8 Protection, Inc. within the authority granted to me</p> <p>9 by the board of Syngenta Crop Protection, Inc.</p> <p>10 Q. What does that mean?</p> <p>11 A. Well, if you'd allow me to finish, I'll</p> <p>12 tell you. Syngenta Crop Protection, Inc. is a</p> <p>13 dollar denominated company that carries out its</p> <p>14 business in the U.S. and thus, the treasury policy</p> <p>15 is of limited application to Syngenta Crop</p> <p>16 Protection, Inc., it being a dollar company and not</p> <p>17 having complex financial transactions in various</p> <p>18 currencies. In terms of treasury reporting within</p> <p>19 the context of 5.1, we would report on a regular</p> <p>20 basis weekly, monthly, annually, depending on the</p> <p>21 process, our cash flow, our interest costs, you</p> <p>22 know, whatever the financial metrics may be, I</p> <p>23 would be copied on those and they would be provided</p> <p>24 to the group to enable them to consolidate those</p> <p>25 numbers.</p>
Page 67	Page 69
<p>1 treasury-related financial reports. Group treasury</p> <p>2 is responsible for the compilation, consolidation,</p> <p>3 evaluation and preparation of the financial</p> <p>4 information.</p> <p>5 Do you see that?</p> <p>6 A. Yes.</p> <p>7 Q. How is the reporting of your information</p> <p>8 made to group treasury?</p> <p>9 A. That would be within Will Crucian's team.</p> <p>10 Q. You don't do that?</p> <p>11 A. Not personally, no.</p> <p>12 Q. But the chief financial officer of Syngenta</p> <p>13 Crop Protection, Inc. doesn't get involved in that,</p> <p>14 right?</p> <p>15 A. No.</p> <p>16 Q. Okay. What does your office do?</p> <p>17 A. I get copied on the information. But I</p> <p>18 don't prepare the information as I don't prepare a</p> <p>19 number of roles within my team -- I -- for my role</p> <p>20 --</p> <p>21 MR. TILLERY: I move to strike that as</p> <p>22 unresponsive.</p> <p>23 Q. My question is what does your office do?</p> <p>24 A. My office or my team or the business</p> <p>25 services finance team or the Syngenta --</p>	<p>1 Q. And when you say group, who are you</p> <p>2 providing it to?</p> <p>3 A. We would provide it to Henry Graef.</p> <p>4 Q. Do you know who Henry Graef provides it to?</p> <p>5 A. No, I do not.</p> <p>6 Q. How is it then provided to the group in</p> <p>7 Basel?</p> <p>8 A. I mean, I would assume that Henry would</p> <p>9 do so.</p> <p>10 Q. And you talked about interest rates. Are</p> <p>11 you paying interest to Syngenta Corporation?</p> <p>12 A. We would pay interest on an intercompany</p> <p>13 funding, yes.</p> <p>14 Q. Okay.</p> <p>15 A. The tax code of the U.S. requires us to</p> <p>16 pay an arms length interest rate.</p> <p>17 Q. Okay. Do you know what an affiliate</p> <p>18 funding team is as used in Exhibit 1?</p> <p>19 A. No.</p> <p>20 Q. How are the taxes filed annually by</p> <p>21 Syngenta Crop -- let's strike that.</p> <p>22 How are the tax documents created for</p> <p>23 Syngenta Crop Protection, Inc.?</p> <p>24 A. Syngenta Crop Protection, Inc.'s tax</p> <p>25 filings are prepared in the Greensboro office.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 70	Page 72
<p>1 Q. Okay. And they're filed by whom?</p> <p>2 A. They're filed by Syngenta Crop</p> <p>3 Protection, Inc.</p> <p>4 Q. And where?</p> <p>5 A. There is a consolidated tax return which</p> <p>6 would be filed by Syngenta Corporation. And the</p> <p>7 individual tax returns of Syngenta Crop Protection,</p> <p>8 Inc. would be filed in the various jurisdictions.</p> <p>9 We make sales in pretty much every state in the</p> <p>10 U.S., and therefore we have tax state tax filings</p> <p>11 in pretty much every state in the U.S.</p> <p>12 Q. And the consolidated tax return encompasses</p> <p>13 what entities?</p> <p>14 A. I don't know. All the entities, I</p> <p>15 presume, that are owned by Syngenta Corporation.</p> <p>16 Q. Is that a federal return?</p> <p>17 A. Yes, there are federal and state tax</p> <p>18 returns.</p> <p>19 Q. The federal return is a consolidated</p> <p>20 return?</p> <p>21 A. Yes.</p> <p>22 Q. Do you prepare the consolidated return?</p> <p>23 A. No, I don't.</p> <p>24 Q. Does anybody who works for you prepare the</p> <p>25 consolidated return?</p>	<p>1 Q. Can you tell me what Exhibit Number 2 is?</p> <p>2 A. It's a sanctioning process guideline for</p> <p>3 investments or divestments for tangible, intangible</p> <p>4 fixed assets.</p> <p>5 Q. Are you familiar with the document?</p> <p>6 A. Yes.</p> <p>7 Q. And do you work with this every day?</p> <p>8 A. No.</p> <p>9 Q. How is it that you have used this document?</p> <p>10 A. This document would govern how business</p> <p>11 cases for investments in capital assets are put</p> <p>12 together. So I work with it irregularly.</p> <p>13 Q. And your understanding is that it is</p> <p>14 limited to investments in capital assets?</p> <p>15 A. And in tangible fixed assets.</p> <p>16 Q. When was the last time that you looked at</p> <p>17 the document?</p> <p>18 A. In its entirety?</p> <p>19 Q. Well, at any part.</p> <p>20 When you consulted the document, when was</p> <p>21 the last time?</p> <p>22 A. I don't recall off the top of my head.</p> <p>23 Not recently.</p> <p>24 Q. Did you look at it in preparation for the</p> <p>25 deposition?</p>
Page 71	Page 73
<p>1 A. Nobody who works for me prepares it. The</p> <p>2 input from Syngenta --</p> <p>3 Q. I'm just asking if anybody who works for</p> <p>4 you prepares it?</p> <p>5 A. No.</p> <p>6 Q. Okay. Now, and that's prepared at Syngenta</p> <p>7 Corporation?</p> <p>8 A. No. That was the point I was trying to</p> <p>9 make. The information for Syngenta Crop</p> <p>10 Protection, Inc. is prepared in the Greensboro</p> <p>11 office by Randy Smith, who does not work for me,</p> <p>12 but who is a tax person.</p> <p>13 Q. But the consolidated return is prepared or</p> <p>14 filed by Syngenta Corporation?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. And Syngenta Corporation is located</p> <p>17 where?</p> <p>18 A. In Delaware.</p> <p>19 Q. But you don't know all of the entities</p> <p>20 involved in that consolidated return?</p> <p>21 A. No.</p> <p>22 (Plaintiff's Exhibit 2: Syngenta</p> <p>23 Sanctioning Process Guideline March 2010,</p> <p>24 Bates GRNVL0000085980 - 86123 marked for</p> <p>25 identification, as of this date.)</p>	<p>1 A. No, I did not.</p> <p>2 Q. Have you looked at it or consulted it this</p> <p>3 year?</p> <p>4 A. The last time I looked at it was I</p> <p>5 believe to determine whether an investment in some</p> <p>6 IS-related activity would be capital or would be</p> <p>7 revenue.</p> <p>8 Q. What is IS-related activity?</p> <p>9 A. Sorry, information technology. So where</p> <p>10 the --</p> <p>11 Q. IS is information technology?</p> <p>12 A. It's -- it's our term.</p> <p>13 Q. You call it IS?</p> <p>14 A. Yes.</p> <p>15 Q. It's your term IS is --</p> <p>16 A. Information systems.</p> <p>17 Q. Information systems.</p> <p>18 A. But more than more commonly known as</p> <p>19 technology.</p> <p>20 Q. Was there another document that dealt with</p> <p>21 the same topic before this guideline became effective</p> <p>22 in March of 2010?</p> <p>23 A. I would imagine there's a similar</p> <p>24 document.</p> <p>25 Q. Do you know?</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 74	Page 76
<p>1 A. No.</p> <p>2 Q. This document says it was issued by capital</p> <p>3 project support. What is capital project support?</p> <p>4 A. I don't know who that team is.</p> <p>5 Q. Let's go to this Bates range of the</p> <p>6 document is Greenville 85980 through Greenville</p> <p>7 86123. Let's go to 85986, sir.</p> <p>8 If you look at the first -- basic first</p> <p>9 page, introduction, does this guideline apply to all</p> <p>10 Syngenta Group companies, including Syngenta Crop</p> <p>11 Protection, Inc.?</p> <p>12 A. There is no -- from a quick review, there</p> <p>13 is no formal definition of organizational units,</p> <p>14 but yes, I would assume so.</p> <p>15 Q. And you see who signed it, Alexander, I</p> <p>16 don't know how to pronounce his name.</p> <p>17 A. Pflugi.</p> <p>18 Q. Pflugi.</p> <p>19 Do you know him?</p> <p>20 A. I know him from casual acquaintance when</p> <p>21 I was back in Basel.</p> <p>22 MR. POPE: P-F-L-U-G-I.</p> <p>23 THE WITNESS: Yeah.</p> <p>24 Q. And it lists his association as capital</p> <p>25 project support, Syngenta Crop Protection, Inc. G,</p>	<p>1 to?</p> <p>2 A. I would need you to be more precise in</p> <p>3 your question.</p> <p>4 Q. Well, if there's a committee, a committee</p> <p>5 of what? Capital committee? I'm just trying to</p> <p>6 think from what organization does it have legal</p> <p>7 significance with?</p> <p>8 A. I've never sat in front of the committee.</p> <p>9 Q. So you wouldn't know?</p> <p>10 A. I wouldn't speculate.</p> <p>11 Q. Did you ever ask anybody that?</p> <p>12 A. No, I've not asked that question.</p> <p>13 Q. Okay. Did it ever matter to you in your</p> <p>14 job?</p> <p>15 A. I have never had a capital approval be</p> <p>16 rejected by a committee, so it doesn't -- it</p> <p>17 doesn't effect my day-to-day activity.</p> <p>18 Q. Okay. Would you go to the second page</p> <p>19 under summary, which is Greenville 85987.</p> <p>20 Can you read that first paragraph for the</p> <p>21 record, please, three lines.</p> <p>22 A. All capital expenditure projects require</p> <p>23 formal approval by the local approval bodies. In</p> <p>24 addition, these projects will have to follow the</p> <p>25 sanctioning process in order to get a</p>
Page 75	Page 77
<p>1 Basel, correct?</p> <p>2 A. That is his mailing address. I believe</p> <p>3 he is -- I believe he's an employee of Syngenta</p> <p>4 International, AG.</p> <p>5 Q. Okay. What is the capital committee?</p> <p>6 A. The capital committee reviews all capital</p> <p>7 spend over certain limits, and to review the</p> <p>8 business case behind those capital spends.</p> <p>9 Q. Do you know who's on the capital committee?</p> <p>10 A. I believe Mark Peacock is the chair, and</p> <p>11 he is the head of the supply organization. I don't</p> <p>12 know all the individual members of that committee.</p> <p>13 Q. Do you know how many members there are?</p> <p>14 A. No, I have -- I have never sat before</p> <p>15 that committee.</p> <p>16 Q. Is Mark Peacock a member of the Syngenta</p> <p>17 executive committee?</p> <p>18 A. Yes.</p> <p>19 Q. In Basel?</p> <p>20 A. Yes.</p> <p>21 Q. Do you know with which corporate entity the</p> <p>22 capital committee is associated?</p> <p>23 A. I'm not aware he's associated with a</p> <p>24 legal entity.</p> <p>25 Q. Okay. So do you know what it's connected</p>	<p>1 recommendation from the region and/or the</p> <p>2 headquarters prior to formal approval within the</p> <p>3 legal entity.</p> <p>4 Q. I'm told we're about out of tape. We're</p> <p>5 going to have to switch tapes.</p> <p>6 MR. POPE: Stay right here though.</p> <p>7 MR. TILLERY: I'm sorry?</p> <p>8 MR. POPE: Stay right here.</p> <p>9 MR. TILLERY: Yeah, stay right here.</p> <p>10 THE VIDEOGRAPHER: Stand by.</p> <p>11 This marks the end of videotape number</p> <p>12 one, volume one in the deposition of Jason</p> <p>13 Fogden. Going off the record. The time is</p> <p>14 10:50 and 43 seconds.</p> <p>15 (A BRIEF RECESS WAS TAKEN.)</p> <p>16 THE VIDEOGRAPHER: This marks the</p> <p>17 beginning of videotape number two, volume one</p> <p>18 in the deposition of Jason Fogden. The time</p> <p>19 is 10:53 and 25 seconds.</p> <p>20 Please continue.</p> <p>21 Q. According to this document, all capital</p> <p>22 expenditure projects have to be submitted to a region</p> <p>23 or to headquarters in Basel using standardized forms,</p> <p>24 correct, sir?</p> <p>25 A. Yes, for recommendation purposes.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 78	Page 80
<p>1 Q. You used the word recommendation?</p> <p>2 A. Yes, as used in the first paragraph you</p> <p>3 had me read.</p> <p>4 Q. All right. And did group treasury in Basel</p> <p>5 create the forms?</p> <p>6 A. No, I wouldn't have thought so.</p> <p>7 Q. Do you know who created the forms?</p> <p>8 A. I don't know. I would speculate that it</p> <p>9 would be the supply organization.</p> <p>10 Q. The supply organization?</p> <p>11 A. Yes. Which deals with plants and other</p> <p>12 capital equipment.</p> <p>13 Q. Is that the global supply organization?</p> <p>14 A. Yes.</p> <p>15 Q. And when these projects are submitted to</p> <p>16 headquarters in Basel, they're prioritized against</p> <p>17 other opportunities in the country or the region or</p> <p>18 globally, aren't they, according to the document?</p> <p>19 A. There is no official prioritization.</p> <p>20 That is within the local or entity management to</p> <p>21 make that decision for themselves.</p> <p>22 Q. And then it goes to headquarters, according</p> <p>23 to the document, it goes to Basel?</p> <p>24 A. It goes to Basel for recommendation, but</p> <p>25 it doesn't go in any prioritized order. So a</p>	<p>1 THE COURT REPORTER: I'm sorry.</p> <p>2 A. Strategic investment, divestment planning</p> <p>3 is a key requirement for the Syngenta -- could</p> <p>4 refer to the Syngenta Group of companies, it could</p> <p>5 refer to the employees of any Syngenta legal</p> <p>6 entity. It's a generic term.</p> <p>7 Q. Okay.</p> <p>8 A. You're reading it to imply a group of</p> <p>9 companies. It's more generic than that.</p> <p>10 Q. As it's used here, do you think it applies</p> <p>11 to the Syngenta Group? That's all I'm asking you.</p> <p>12 A. And I would say it's more generic than</p> <p>13 that. I would say -- I would read it as wider than</p> <p>14 just the group. I would say it's, you know, the</p> <p>15 individuals in the group or, you know, as a common</p> <p>16 sense way of managing investments.</p> <p>17 Q. Okay. Is it fair to say that the purpose</p> <p>18 of the sanctioning process that's referenced here in</p> <p>19 the document is to maximize return on investments for</p> <p>20 the entire Syngenta group of companies?</p> <p>21 A. I don't know if that's -- if that's the</p> <p>22 purposes of the recommendation.</p> <p>23 Q. That's all I'm asking you.</p> <p>24 Do you know one way or another?</p> <p>25 A. No.</p>
Page 79	Page 81
<p>1 document that goes for the capital approval</p> <p>2 committee does not have on it, you know, that it is</p> <p>3 a priority five in the region or whatever it is.</p> <p>4 So I'm just clarifying your point on</p> <p>5 prioritization.</p> <p>6 Q. Do you know whether capital projects are</p> <p>7 prioritized globally?</p> <p>8 A. I don't know that, no.</p> <p>9 Q. In paragraph three on the next page, page</p> <p>10 three, paragraph three. Do you see that? That's</p> <p>11 Syngenta 85988. That's the page number we're number.</p> <p>12 We're on the same page?</p> <p>13 A. Yes, yes.</p> <p>14 Q. The word Syngenta is referred to there. Do</p> <p>15 you see that?</p> <p>16 A. In paragraph three?</p> <p>17 Q. Actually, it's in the top of the page under</p> <p>18 paragraph three, objectives.</p> <p>19 A. Yes.</p> <p>20 Q. As it's used there, it refers to the</p> <p>21 Syngenta Group of companies generally, doesn't it?</p> <p>22 A. It looks like a generic term to me.</p> <p>23 Q. What does that mean, the generic term?</p> <p>24 A. Strategic investment, divestment planning</p> <p>25 could be --</p>	<p>1 Q. Are you familiar with paragraph 3.1,</p> <p>2 sanctioning process versus approval process?</p> <p>3 A. It's clear from the paragraph, yes.</p> <p>4 Q. This is something you've worked with</p> <p>5 before? You're familiar with this term, these terms?</p> <p>6 A. I have read it before in this document.</p> <p>7 It's not something that's used commonly.</p> <p>8 Q. Okay. I want to ask you something about</p> <p>9 some of the terms used in the paragraph.</p> <p>10 It says, from a legal perspective, only the</p> <p>11 management or board of a legal entity can approve an</p> <p>12 investment project, and the approval process is an</p> <p>13 internal process of the in-market company.</p> <p>14 What does the in-market company refer to</p> <p>15 there?</p> <p>16 A. In this particular instance for me it</p> <p>17 would be Syngenta Crop Protection, Inc.</p> <p>18 Q. So it would be one of the affiliates or</p> <p>19 subsidiaries?</p> <p>20 A. Yes.</p> <p>21 Q. Okay. From a group perspective, and that</p> <p>22 groups means from the group of Syngenta companies,</p> <p>23 correct?</p> <p>24 A. I would read it as such.</p> <p>25 Q. From a group perspective, it is desired to</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 82	Page 84
<p>1 align the IMC or in-market company investment</p> <p>2 activities to the group's strategy. For the purpose</p> <p>3 of this alignment, all cap ex exceeding a defined</p> <p>4 threshold will have to follow the sanctioning</p> <p>5 process.</p> <p>6 What does cap ex mean?</p> <p>7 A. Capital expenditure.</p> <p>8 Q. Thus, the sanctioning process has to be</p> <p>9 seen as a recommendation process that is obeying the</p> <p>10 arms length principle.</p> <p>11 Is that what you were referring to earlier?</p> <p>12 A. Yes.</p> <p>13 Q. In order to distinguish the approval within</p> <p>14 the legal entity from the group's sanctioning</p> <p>15 process, this document is using terms, quote,</p> <p>16 support, in quote, and sanctioned, in quotes, to</p> <p>17 reflect activities from within the group's</p> <p>18 sanctioning process where the term, quote, approval,</p> <p>19 end quote, and related is used to reflect IMC</p> <p>20 activities, correct?</p> <p>21 Do you use that -- do you follow this</p> <p>22 guideline?</p> <p>23 A. In common use the way --</p> <p>24 Q. I'm asking you if you follow the guideline?</p> <p>25 A. Yes, I'm trying to explain.</p>	<p>1 competence limit has to be formally submitted into</p> <p>2 the sanctioning process before it can be approved by</p> <p>3 the legal entity according to the legal entity's</p> <p>4 authority levels.</p> <p>5 Do you see that?</p> <p>6 A. Yes.</p> <p>7 Q. Okay. And this document says that only</p> <p>8 legal entities should sign on the cover sheet of any</p> <p>9 proposal, but not regional or headquarter</p> <p>10 representatives, correct?</p> <p>11 A. Yes.</p> <p>12 Q. Okay. How do you get confirmation of</p> <p>13 approval?</p> <p>14 A. That would normally be an e-mail from</p> <p>15 Alexander Pflugi to whomever had submitted the</p> <p>16 capital proposal.</p> <p>17 Q. And who is he?</p> <p>18 A. I believe he acts as a secretary to that</p> <p>19 committee.</p> <p>20 Q. And which committee?</p> <p>21 A. The capital committee.</p> <p>22 Q. Where? In Basel?</p> <p>23 A. Yes.</p> <p>24 Q. And do you get anymore than a e-mail?</p> <p>25 A. Not as far as I'm aware. We would get an</p>
Page 83	Page 85
<p>1 Q. But I need to know. Not a speech. It's a</p> <p>2 very simple question.</p> <p>3 Do you follow this guideline?</p> <p>4 A. We submit capital projects for</p> <p>5 recommendation to the capital committee. They are</p> <p>6 formally signed off and approval by the appropriate</p> <p>7 members of Syngenta Crop Protection, Inc., be it</p> <p>8 myself or Vern or whoever has authority delegated</p> <p>9 to them by the board.</p> <p>10 Q. Okay. So you follow this provision?</p> <p>11 A. We follow this provision in that capital</p> <p>12 projects are approved by Syngenta Crop Protection,</p> <p>13 Inc.</p> <p>14 Q. Okay. Are you telling me you follow this</p> <p>15 provision or not, sir?</p> <p>16 Can you answer that yes or no?</p> <p>17 A. Yes.</p> <p>18 Q. You do?</p> <p>19 A. Yes.</p> <p>20 Q. Okay. Thank you.</p> <p>21 This document, if you go to page four,</p> <p>22 which is the page marked as 85989, mentions the</p> <p>23 approval process. When they are approved, when</p> <p>24 actions are approved, for example, if you look at the</p> <p>25 quote, any capital proposal exceeding the local</p>	<p>1 e-mail saying whether or not they recommended --</p> <p>2 Q. Recommended as to -- recommended as the</p> <p>3 term is used in the document, right?</p> <p>4 A. Yes.</p> <p>5 Q. Okay. And who receives these e-mails?</p> <p>6 A. I believe it would be whoever owns the</p> <p>7 submission. So whoever is owning the capital</p> <p>8 proposal.</p> <p>9 Q. Have you ever made such a submission?</p> <p>10 A. No, I've never owned a capital proposal.</p> <p>11 I don't spend capital within my group.</p> <p>12 Q. What does it mean to own a capital</p> <p>13 proposal?</p> <p>14 A. For me it would be the person who is the</p> <p>15 most reasonable person in the entity who has said,</p> <p>16 you know, we need to spend this money on a</p> <p>17 particular asset or whatever, and they are central</p> <p>18 towards pulling together the proposal for approval</p> <p>19 by the board.</p> <p>20 Q. Mr. -- did you say his name was Pflugi?</p> <p>21 A. Yes.</p> <p>22 Q. Would you spell it for the reporter,</p> <p>23 please.</p> <p>24 A. I think it's --</p> <p>25 Q. Is he the person -- is he the person listed</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 86	Page 88
<p>1 at the very beginning of this document?</p> <p>2 A. Yes.</p> <p>3 Q. Okay.</p> <p>4 A. P-F-L-U-G-I.</p> <p>5 Q. Okay. Do you know who he works for?</p> <p>6 A. No, I don't.</p> <p>7 Q. And what -- have you ever seen one of his</p> <p>8 e-mail confirming approval?</p> <p>9 Or, as the term is used in the document,</p> <p>10 recommendation?</p> <p>11 A. They would be -- yes, I -- I believe on</p> <p>12 occasion they'd been appended to a proposal. I'm</p> <p>13 not generally CC'd.</p> <p>14 Q. Have you ever seen one?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. In what context have you seen it?</p> <p>17 A. I don't remember the context. It's</p> <p>18 certainly not recent. But I have seen e-mails from</p> <p>19 him.</p> <p>20 Q. Has this particular gentleman, Mr. Pflugi,</p> <p>21 been doing this before March of 2010?</p> <p>22 A. I believe so, yes.</p> <p>23 Q. Okay. Has he been doing this since you've</p> <p>24 become CFO of Syngenta Crop Protection, Inc.?</p> <p>25 A. I don't know when he started doing it.</p>	<p>1 MR. TILLERY: Yes. But the other part of</p> <p>2 the answer is not responsive.</p> <p>3 Q. So can you tell me specifically the</p> <p>4 projects that would fall under the sanctioning</p> <p>5 process guidelines?</p> <p>6 MR. POPE: Objection form of the</p> <p>7 question.</p> <p>8 A. Yes, it's contained in the first part of</p> <p>9 my answer.</p> <p>10 Q. I'm sorry?</p> <p>11 A. It was contained in the first part of my</p> <p>12 answer.</p> <p>13 Q. Okay. Do you know if it would involve the</p> <p>14 sale or purchase of real estate?</p> <p>15 A. Let me look in the policy and I will tell</p> <p>16 you.</p> <p>17 Q. Just go to page five. That will help you.</p> <p>18 A. To answer your question, real estate is</p> <p>19 an example of a project which they listed.</p> <p>20 Q. Actually, in the scope provision on page</p> <p>21 five, the scope lists examples of the projects that</p> <p>22 would be included within the sanctioning process and</p> <p>23 lists a number of different ones that would be</p> <p>24 included, correct?</p> <p>25 A. Yes. And also states that that's</p>
Page 87	Page 89
<p>1 Q. Was he doing it in 2008?</p> <p>2 A. I believe so, yes.</p> <p>3 Q. Okay. Do you know the types of projects</p> <p>4 that required the sanctioning process?</p> <p>5 A. I think there would generally be</p> <p>6 investments that we would account for as capital</p> <p>7 assets as opposed to revenues assets. So, for</p> <p>8 example, we spend hundreds of millions of dollars</p> <p>9 locally on revenue spend which requires no</p> <p>10 recommendation process whatsoever.</p> <p>11 Q. You just answered what doesn't. So I move</p> <p>12 to strike it as unresponsive.</p> <p>13 Let me read you my question, okay. Do you</p> <p>14 know the types of projects that required the</p> <p>15 sanctioning process. That doesn't mean the ones that</p> <p>16 don't require it. So my question to you, I'm going</p> <p>17 to make it real clear --</p> <p>18 A. I answered that.</p> <p>19 Q. -- what are the types of projects that</p> <p>20 require the sanctioning process?</p> <p>21 MR. POPE: And I object to the form of</p> <p>22 the question. And he's already answered and</p> <p>23 he said there would generally be investments</p> <p>24 that we would account for capital assets as</p> <p>25 opposed to revenues.</p>	<p>1 non-conclusive, which I'm assuming to mean is</p> <p>2 purely examples.</p> <p>3 Q. So it would include all of these and others</p> <p>4 like them?</p> <p>5 A. These are examples given in this</p> <p>6 document, yes.</p> <p>7 Q. Okay. Go to the following page, page six</p> <p>8 or 85991.</p> <p>9 The first paragraph where it says the board</p> <p>10 of directors, the committee of the chairman and the</p> <p>11 Syngenta executive committee. I want to make sure</p> <p>12 we're clear on what those bodies are that are being</p> <p>13 referenced there, in your understanding.</p> <p>14 The board of directors of Syngenta AG; is</p> <p>15 that your understanding?</p> <p>16 A. Yes.</p> <p>17 Q. Okay. The committee of the chairmen, what</p> <p>18 is that?</p> <p>19 A. I don't know the scope. I've heard of</p> <p>20 that committee. I don't know the full scope of</p> <p>21 that committee.</p> <p>22 Q. It's a committee of the chairmen of the</p> <p>23 Syngenta -- Syngenta AG?</p> <p>24 A. Yes.</p> <p>25 Q. Okay. And the Syngenta executive committee,</p>

23 (Pages 86 to 89)

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 90	Page 92
<p>1 we understand what that is.</p> <p>2 A. Yes.</p> <p>3 Q. If you go to pages eight and nine, that's</p> <p>4 5993, 994.</p> <p>5 Look at the term in capital program. Are</p> <p>6 these projects sanctioned according to the process</p> <p>7 outlined in the guideline?</p> <p>8 A. I'm sorry, could you repeat your</p> <p>9 question?</p> <p>10 Q. Yes.</p> <p>11 I'm looking for the scope of your</p> <p>12 understanding of capital program. For example, look</p> <p>13 at paragraph two. What is cap ex master plan, what</p> <p>14 is that?</p> <p>15 A. There was a review of -- we would have a</p> <p>16 list of projects that we expected to spend capital</p> <p>17 monies on ie: not revenues. And I believe that we</p> <p>18 do use the three-year time limit for that to say</p> <p>19 here is -- here is a list of the projects that we</p> <p>20 would expect to be spending capital monies on over</p> <p>21 the next three years. Whether or not they are part</p> <p>22 to the capital committee for recommendation depends</p> <p>23 on their size.</p> <p>24 Q. And what is the capital program referenced</p> <p>25 in paragraph 6.1?</p>	<p>1 Q. Do you have any role in the budget?</p> <p>2 A. The head of the finance people for the</p> <p>3 supply team reports into me functionally.</p> <p>4 Q. And who is that?</p> <p>5 A. Bob Molter, M-O-L-T-E-R.</p> <p>6 Q. And back to my question, do you personally</p> <p>7 have any role in creating the budget?</p> <p>8 A. I don't have any role in creating the</p> <p>9 budget. I do see it.</p> <p>10 Q. Okay. Do you have to approve the budget?</p> <p>11 A. Yes.</p> <p>12 Q. What is the Hyperion system?</p> <p>13 A. It is a IT system for collecting data.</p> <p>14 So it's a reporting tool.</p> <p>15 Q. Is it available to all of the entities of</p> <p>16 the Syngenta Group of companies?</p> <p>17 A. I don't know. It is available to</p> <p>18 Syngenta Crop Protection, Inc.</p> <p>19 Q. Look at the last sentence on page nine.</p> <p>20 Depending -- quoting, depending on the</p> <p>21 feedback received from either SEC CAC or SEC member,</p> <p>22 it might be necessary to run this prioritization</p> <p>23 process several times.</p> <p>24 What prioritization process is referenced</p> <p>25 there?</p>
Page 91	Page 93
<p>1 A. That's just a -- I believe that's just a</p> <p>2 list of the projects that you expect to spend</p> <p>3 capital monies on.</p> <p>4 Q. What is the cap ex pre budget referenced at</p> <p>5 the bottom of the page?</p> <p>6 A. That would be a list of capital</p> <p>7 expenditures that you would be making in the</p> <p>8 following year.</p> <p>9 Q. And then --</p> <p>10 A. In the first year.</p> <p>11 Q. Okay. And then the cap ex budget on the</p> <p>12 following page is differentiated how?</p> <p>13 A. I believe the cap ex pre budget is a more</p> <p>14 informal collection of the spends that we're</p> <p>15 intending to make. The cap ex budget would be more</p> <p>16 detailed and would be formally entered into our</p> <p>17 systems. Whereas I think the pre budget would be</p> <p>18 more of an informal Excel based summary of what the</p> <p>19 projects are. I don't think there's a substantive</p> <p>20 difference between the two.</p> <p>21 Q. Who creates the cap ex budget for Syngenta</p> <p>22 Crop Protection, Inc.?</p> <p>23 A. That would be our supply team.</p> <p>24 Q. Not your office?</p> <p>25 A. No.</p>	<p>1 A. My assumption would be it's referring to</p> <p>2 the previous paragraph where it's talking about the</p> <p>3 projects planned for sanctioning in the budget</p> <p>4 year.</p> <p>5 Q. So this answers the question that we talked</p> <p>6 about earlier about prioritization, doesn't it, sir?</p> <p>7 Speaks directly to it?</p> <p>8 A. What do you mean?</p> <p>9 Q. When I asked you if they pri -- prioritized</p> <p>10 in Basel.</p> <p>11 A. That is your assumption.</p> <p>12 Q. Okay. Well, we'll do it this way, paragraph</p> <p>13 6.5 says prioritization process, right?</p> <p>14 Is that right?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. And it says the capital program, cap</p> <p>17 ex master plan and cap ex pre budget might contain</p> <p>18 too many projects planned for sanctioning in the</p> <p>19 budget year.</p> <p>20 A. Yes.</p> <p>21 Q. Do you understand what we're talking about</p> <p>22 so far?</p> <p>23 A. Yes, I understand.</p> <p>24 Q. Therefore, it is recommended to the</p> <p>25 business and functional units to prioritize the</p>

24 (Pages 90 to 93)

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 94	Page 96
<p>1 investment projects.</p> <p>2 A. Yes.</p> <p>3 Q. The functional units would be entities like</p> <p>4 Syngenta Crop Protection, Inc., wouldn't it?</p> <p>5 A. That would be a business unit.</p> <p>6 Q. So, okay, a business unit. I'm sorry. I</p> <p>7 misspoke. So it's included in as a business unit,</p> <p>8 right?</p> <p>9 You have to say yes or no.</p> <p>10 A. Yes, sorry.</p> <p>11 Q. Okay. And then depending on the feedback</p> <p>12 received from either SEC, CAC or SEC member, it might</p> <p>13 be necessary to run this prioritization process</p> <p>14 several times.</p> <p>15 A. Yes.</p> <p>16 Q. Okay?</p> <p>17 A. Yeah.</p> <p>18 Q. So is your recollection refreshed about</p> <p>19 that?</p> <p>20 A. My recollection isn't refreshed. I</p> <p>21 understand what this says.</p> <p>22 Q. Okay.</p> <p>23 A. I haven't seen in practice that happening</p> <p>24 in that way.</p> <p>25 Q. If you'd go to the following page, page ten</p>	<p>1 approval from Crop Protection, Inc. for the</p> <p>2 planning credit, the project team would spend that</p> <p>3 money in detailing out the project in a more -- in</p> <p>4 a more detailed way. And that wouldn't be true for</p> <p>5 all projects. Smaller projects may not need a</p> <p>6 planning credit for an early stage spending of</p> <p>7 money. So a \$50,000 project may not need all these</p> <p>8 phases. A \$2 million project would do.</p> <p>9 During the third phase when the planning</p> <p>10 credit is done, the project is fleshed out, it's</p> <p>11 costed in more detailed so we understand what the</p> <p>12 phases of the project are, what the resources</p> <p>13 required are, what external resources may be</p> <p>14 required.</p> <p>15 At the end of those phases we would come</p> <p>16 up with a formal capital proposal and -- which,</p> <p>17 again, would be a three-page spreadsheet format</p> <p>18 which has really a economic value case in it. So</p> <p>19 what the costs are over it, which of the years are,</p> <p>20 what the pay back from the project is expected to</p> <p>21 be in terms of revenues or savings. Accompanying</p> <p>22 that may be a Power Point presentation detailing</p> <p>23 the project in more detail or expanding on some of</p> <p>24 the areas contained within the spreadsheet format.</p> <p>25 That would then go through the capital</p>
Page 95	Page 97
<p>1 of the document marked as Number 2. It's under</p> <p>2 paragraph seven at the top. And I would like for you</p> <p>3 to explain the project phases mentioned here.</p> <p>4 Including, as you do, the types of documents that a</p> <p>5 Syngenta business unit like Syngenta Crop Protection,</p> <p>6 Inc. would fill out for each phase of the project.</p> <p>7 A. Okay. If I go through each of the phases</p> <p>8 outlined in this document, the first phase is phase</p> <p>9 A, where an opportunity is recognized and roughly</p> <p>10 examined. So during this phase, the documents that</p> <p>11 might be prepared for that will vary and be ad hoc.</p> <p>12 So they may be Power Point presentations, they may</p> <p>13 be spreadsheets, they may be word documents. They</p> <p>14 may be meeting notes. At the end of the phase --</p> <p>15 Q. End of phase A?</p> <p>16 A. At the end of phase A you would have a</p> <p>17 project charter, and that would generally be a two</p> <p>18 to three sheet Excel spreadsheet. So relatively</p> <p>19 low level of data involved in that. That project</p> <p>20 charter, as it notes in the document, is merged</p> <p>21 with the planning credit in phase B so that really</p> <p>22 is a starting outline to say here's a project that</p> <p>23 looks worthwhile, here's some initial metrics on</p> <p>24 the viability of that project.</p> <p>25 In phase C, once you have secured</p>	<p>1 committee and the local sign off processes for</p> <p>2 approval. And following recommendation from the</p> <p>3 capital committee, and then we would then deliver</p> <p>4 the project. And at the end of the project --</p> <p>5 Q. Where is the capital committee, at which</p> <p>6 stage?</p> <p>7 A. That is after the -- when the capital</p> <p>8 proposal is pulled together, it is sent to the</p> <p>9 capital committee for recommendation. And then</p> <p>10 comes back for final approval by the local entity,</p> <p>11 in this case Crop Protection, Inc.</p> <p>12 And successful or unsuccessful, the</p> <p>13 project would have a project completion report at</p> <p>14 the end of the project.</p> <p>15 Q. Does each phase of the project have to be</p> <p>16 presented to the sanctioning body according to this</p> <p>17 document?</p> <p>18 And you can look at the paragraph directly</p> <p>19 below the --</p> <p>20 A. Yeah, the phases are -- the project</p> <p>21 charter and planning credit would be combined and</p> <p>22 presented. The capital proposal would be presented</p> <p>23 and then a project completion report would be</p> <p>24 presented to the sanctioning body. But it -- that</p> <p>25 would generally be just a circulation for</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 98	Page 100
<p>1 information.</p> <p>2 Q. Is there always a sanctioning process by</p> <p>3 the authority outside of the business unit like this</p> <p>4 one before the legal entity takes formal approval</p> <p>5 actions?</p> <p>6 A. Not always, no.</p> <p>7 Q. So in this document where are the</p> <p>8 exclusions for when it wouldn't apply?</p> <p>9 A. There should be approval limits contained</p> <p>10 within --</p> <p>11 Q. It's \$40,000 is what's in the approval</p> <p>12 limits. So would it be under 40,000?</p> <p>13 A. Yes.</p> <p>14 Q. Okay. Everything above 40 would require the</p> <p>15 sanctioning process?</p> <p>16 A. I believe that projects go to the capital</p> <p>17 committee for recommendation if it's above the</p> <p>18 regional level of a hundred thousand.</p> <p>19 Q. Can you find that for me in the document?</p> <p>20 I'll tell you what, given the limited time,</p> <p>21 why don't you -- we'll get to it. We'll get to that</p> <p>22 question. And I'll withdraw it for right now. We're</p> <p>23 going to get to that.</p> <p>24 Who is the head of finance for the Syngenta</p> <p>25 Group of companies?</p>	<p>1 that first, which would be 86005.</p> <p>2 Explain that diagram to me, please. That</p> <p>3 -- there's a diagram on the preceding page from page</p> <p>4 19 that you might need to refer to.</p> <p>5 MR. POPE: Well, that's clear.</p> <p>6 Q. Do you understand these diagrams?</p> <p>7 A. No, in broad concept, they're process</p> <p>8 flows which should reflect the text of this</p> <p>9 document in terms of the steps that are undertaken</p> <p>10 for capital projects.</p> <p>11 Q. All right. And if you go then to the top</p> <p>12 of page 22.</p> <p>13 The mandatory document, sanctioned</p> <p>14 documents that are referred to there.</p> <p>15 In the first paragraph it says this section</p> <p>16 will give an insight view on the approval and</p> <p>17 sanction documents. These forms are mandatory for</p> <p>18 all projects that will need a formal recommendation</p> <p>19 from region headquarters of a BU and/or headquarters</p> <p>20 Basel.</p> <p>21 A. Um-hum.</p> <p>22 Q. What documents are referred to there?</p> <p>23 A. They would be talking about the documents</p> <p>24 of the various phases that we said before. So the</p> <p>25 charter and planning credit, the capital approval</p>
Page 99	Page 101
<p>1 A. John Ramsay is the chief financial</p> <p>2 officer.</p> <p>3 Q. The term head of finance is used in the</p> <p>4 document. Is that the same term, as far as you know,</p> <p>5 as a chief financial officer?</p> <p>6 A. No, they're not the same. In some cases</p> <p>7 they are and in other cases they may not be.</p> <p>8 Q. Then who is the head of finance?</p> <p>9 A. For the entire group would be John</p> <p>10 Ramsay.</p> <p>11 Q. Do you know who's head of finance as the</p> <p>12 term is used in this document?</p> <p>13 A. Which page are you referring to?</p> <p>14 Q. I'm talking about the general term I think</p> <p>15 that's used.</p> <p>16 A. Well, that would depend on the context.</p> <p>17 If it was talking about a local business unit, it</p> <p>18 would -- it would in general refer to the CFO of</p> <p>19 that business unit. And if it was referring to a</p> <p>20 functional area, it may not be a CFO, it may be a</p> <p>21 head of finance in a particular functional area.</p> <p>22 Q. Go to page 22.</p> <p>23 A. Is this 86007?</p> <p>24 Q. It is, sir.</p> <p>25 Actually, let's go to the two pages before</p>	<p>1 and then the follow up documents that we referred</p> <p>2 to in the earlier phases.</p> <p>3 Q. The same type of documents you mentioned</p> <p>4 before?</p> <p>5 A. Yes.</p> <p>6 Q. In the next paragraph there's a reference</p> <p>7 to the project manager. Who would that be with</p> <p>8 respect to the responsibility for submitting</p> <p>9 documents?</p> <p>10 A. Yeah, that would be the person I referred</p> <p>11 to earlier as being the person --</p> <p>12 Q. Who owns the project?</p> <p>13 A. Yeah.</p> <p>14 Q. Is -- if you look at page 53 of this</p> <p>15 document, which I believe is Greenville 86038.</p> <p>16 Is that an explanation of a form that has</p> <p>17 to be submitted to the Syngenta executive committee?</p> <p>18 A. Yes.</p> <p>19 I mean, it's a example of the information</p> <p>20 that would be in such a form, yes.</p> <p>21 Q. All projects with a total projected cost</p> <p>22 exceeding \$5 million have to be submitted to the</p> <p>23 Syngenta executive committee; is that your</p> <p>24 understanding?</p> <p>25 A. Have to be presented to the SEC, yes.</p>

26 (Pages 98 to 101)

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 102	Page 104
<p>1 Q. To the SEC, when you say that, you mean --</p> <p>2 A. The Syngenta executive committee, yes.</p> <p>3 THE COURT REPORTER: I'm sorry?</p> <p>4 A. The Syngenta executive committee, yes.</p> <p>5 Q. And there's a special form that needs to be</p> <p>6 filled out?</p> <p>7 A. Yes.</p> <p>8 Q. Have you been involved in any process where</p> <p>9 Syngenta Crop Protection, Inc. has sought that type</p> <p>10 of approval from the Syngenta executive committee?</p> <p>11 A. Not recently.</p> <p>12 Q. Does that mean you never have or it</p> <p>13 happened some time ago?</p> <p>14 When were you involved?</p> <p>15 A. I don't believe I've been in -- involved</p> <p>16 in a formal SEC submission in my role here.</p> <p>17 Q. Who would handle this?</p> <p>18 They would go outside the scope of your</p> <p>19 job?</p> <p>20 A. I'm not authorized to -- I mean, I would</p> <p>21 see every SEC submission that went -- went to SEC,</p> <p>22 as would -- as would the -- John Riley, who is the</p> <p>23 head of supply for Crop Protection, Inc. would</p> <p>24 probably be the lead on those, because any projects</p> <p>25 of that size would generally be a plant project.</p>	<p>1 would generally have a -- a written agreement with</p> <p>2 them to govern the payment for that and the scope</p> <p>3 of the work.</p> <p>4 Q. If any testing is being done, field</p> <p>5 testing, does that require a contract?</p> <p>6 A. I don't know the answer to that question.</p> <p>7 Q. Have you ever seen a field testing</p> <p>8 contract?</p> <p>9 A. No.</p> <p>10 Q. Have you ever approved any payment --</p> <p>11 strike that.</p> <p>12 Have you ever approved any -- strike that.</p> <p>13 Have you ever seen any charges that</p> <p>14 billings that Syngenta Crop Protection, Inc. has</p> <p>15 submitted for any of its field testing work done for</p> <p>16 any other Syngenta entity?</p> <p>17 A. So a formal invoice?</p> <p>18 Q. Yes.</p> <p>19 A. No, I don't think so.</p> <p>20 Q. And has that occurred in the -- it wouldn't</p> <p>21 have occurred in the nearly three years you've been</p> <p>22 --</p> <p>23 A. It may well have occurred. In fact, I'm</p> <p>24 -- but if it's -- if it doesn't require my</p> <p>25 particular sign off within the delegation of</p>
Page 103	Page 105
<p>1 Q. What does John Riley do?</p> <p>2 A. He's the head of supply for Crop</p> <p>3 Protection, Inc.</p> <p>4 Q. He wouldn't have you put it together, he</p> <p>5 would do it himself?</p> <p>6 A. Yeah, I've never put one of these</p> <p>7 together. I would be asked to review it, but I</p> <p>8 wouldn't put it together.</p> <p>9 Q. Okay. Have you reviewed any?</p> <p>10 A. I don't believe I've reviewed one in the</p> <p>11 SEC submission form.</p> <p>12 Q. When you say SEC, again, that means</p> <p>13 Syngenta executive committee --</p> <p>14 A. Syngenta executive committee format. All</p> <p>15 the ones that I have seen in my current role are</p> <p>16 all in a similar format, which I do get for</p> <p>17 signature.</p> <p>18 Q. Have you signed them?</p> <p>19 A. Yes.</p> <p>20 Q. Do the contracts which are entered into</p> <p>21 with -- strike that.</p> <p>22 Do you have contracts with other Syngenta</p> <p>23 entities when you're doing work that they request you</p> <p>24 to do?</p> <p>25 A. If it's work of any significant size, we</p>	<p>1 authority. I mean, Marian, who -- Stypa will have a</p> <p>2 delegation of authority to sign up to a certain</p> <p>3 level. And if he's within that delegation of</p> <p>4 authority, I wouldn't normally see it.</p> <p>5 Q. What is the delegation of authority that</p> <p>6 you won't see?</p> <p>7 A. It varies according to the type of</p> <p>8 expenditure.</p> <p>9 Q. Well, the one I'm talking about now is</p> <p>10 field testing.</p> <p>11 A. I don't know off the top of my head.</p> <p>12 Q. Have you ever authorized a payment or paid</p> <p>13 through your office for field testing?</p> <p>14 A. I'm not aware that I've personally</p> <p>15 authorized one. And in terms of paid through my</p> <p>16 office, you know, checks are cut by the Syngenta</p> <p>17 business services team. Historically that would</p> <p>18 have been defined as within my team. So certainly</p> <p>19 during the period of my role checks may have been</p> <p>20 cut physically by my team relating to those</p> <p>21 payments.</p> <p>22 Q. You don't know, though, if they have been</p> <p>23 or not?</p> <p>24 A. No.</p> <p>25 Q. And you don't know if the payment -- strike</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 106	Page 108
<p>1 that.</p> <p>2 You don't know if there has been any</p> <p>3 invoicing to other Syngenta entities through your</p> <p>4 office for any field testing?</p> <p>5 A. No.</p> <p>6 Q. And that's something you think that Mr.</p> <p>7 Stypa would have some knowledge of?</p> <p>8 A. It's more in his area of responsibility,</p> <p>9 yes.</p> <p>10 Q. Okay. Look at page five. That's</p> <p>11 Greenville 86040.</p> <p>12 Read the first sentence of section 8.4.</p> <p>13 You can read it out loud if you wish.</p> <p>14 A. The steering team only has the authority</p> <p>15 to commit expenditure to meet the project</p> <p>16 objectives described in the capital proposal up to</p> <p>17 the sanctioning tolerance, normally ten percent</p> <p>18 over the sanctioned amount.</p> <p>19 Q. What is the steering team referenced there?</p> <p>20 A. I believe it is the team which is working</p> <p>21 with the project manager to ensure the delivery of</p> <p>22 the project. So the individuals would vary from</p> <p>23 project to project. But they would be generally</p> <p>24 managers involved in delivering the project.</p> <p>25 Q. Go to page 56, the following page, section</p>	<p>1 haven't looked for the minutes on the intranet. So</p> <p>2 I can't answer the question. The only thing I've</p> <p>3 seen is an extract of the minutes.</p> <p>4 Q. Go to page 68, Greenville Bates 6053,</p> <p>5 paragraph 10.1.1.</p> <p>6 A. Would you like me to read it?</p> <p>7 Q. Yes.</p> <p>8 Actually, you could read it to yourself.</p> <p>9 I'm asking you questions about terms there. Just</p> <p>10 familiarize yourself with it and I'll tell you --</p> <p>11 then I'll ask you a couple of questions.</p> <p>12 What is a business case as referenced in</p> <p>13 that paragraph, sir?</p> <p>14 A. A business case really describes the</p> <p>15 economic value of the project over time and would</p> <p>16 describe what the true economic value of the</p> <p>17 project is expected to deliver.</p> <p>18 Q. What is the product line referenced there?</p> <p>19 A. I believe it means product line head or</p> <p>20 crop head. We don't really use those terms in Crop</p> <p>21 Protection, Inc.</p> <p>22 Q. A global team, what does that mean?</p> <p>23 A. Sorry, could you repeat the question.</p> <p>24 Q. Yeah.</p> <p>25 Is product line something that refers to an</p>
Page 107	Page 109
<p>1 8.6.3.</p> <p>2 Do you see the reference to BSC?</p> <p>3 A. Yes.</p> <p>4 Q. What is that?</p> <p>5 A. I think it's business services committee,</p> <p>6 but I'm not sure.</p> <p>7 Q. Is that another committee of the Syngenta</p> <p>8 executive committee?</p> <p>9 A. It has some members of the Syngenta</p> <p>10 executive committee sitting on it. I don't know</p> <p>11 the exact membership and I've never been to a</p> <p>12 meeting.</p> <p>13 Q. Page 63 of the document, please. That's</p> <p>14 Greenville 86048. If you'd read that first</p> <p>15 paragraph.</p> <p>16 A. Ten working days prior to the CAC or BSC</p> <p>17 meeting. The project requiring CSC or BSC support</p> <p>18 has to be submitted to the secretary to the CAC or</p> <p>19 the secretary to the BSC. The CAC meeting dates</p> <p>20 are published in the intranet.</p> <p>21 Q. How often are they held?</p> <p>22 A. Every couple of months, I think, for the</p> <p>23 CSC. The BSC I have no idea.</p> <p>24 Q. The minutes are on the intranet?</p> <p>25 A. No. I haven't looked for the -- I</p>	<p>1 entire group of products sold?</p> <p>2 A. Yes, it would be herbicides or</p> <p>3 fungicides.</p> <p>4 Q. So there would be a global product line</p> <p>5 sold by the Syngenta Group of companies, perhaps</p> <p>6 across jurisdictional borders?</p> <p>7 A. It -- that's not that clean a definition.</p> <p>8 I mean, herbicides would be a global definition.</p> <p>9 But a particular product may or may not depending</p> <p>10 on the local regulation being able to be sold. For</p> <p>11 example, you can sell a product in the U.S. which</p> <p>12 may not be able to be sold in Canada even though</p> <p>13 they're very similar jurisdictions.</p> <p>14 Q. The reference there is crop head. Do you</p> <p>15 see that?</p> <p>16 A. Yes.</p> <p>17 Q. Who's crop head?</p> <p>18 A. I don't know who -- who the crop heads</p> <p>19 are or what that role would be.</p> <p>20 Q. You don't know who the head of the crop</p> <p>21 protection business is in the Syngenta companies?</p> <p>22 A. If that's what it's referring to, then</p> <p>23 yes.</p> <p>24 Q. Who is that?</p> <p>25 A. If -- I mean, the head of crop protection</p>

28 (Pages 106 to 109)

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 110	Page 112
<p>1 is John Atkin. If you're talking about a crop head 2 ie: corn or soy, I wouldn't know who those people 3 are or whether those roles exist. 4 Q. Well, as that term is used as that 5 paragraph reads, who's COO as referenced there? 6 A. John Atkin. 7 Q. Let's go to page 71, paragraph 11. 8 What is a financial case, sir? 9 A. I mean, the business case and the 10 financial case are effectively the same thing. I 11 mean, the business case is saying -- the financial 12 case is part of the business case. The business 13 case says this is why this particular project is a 14 good reason for the business, it will deliver 15 benefits X, Y and Z. The economics of the business 16 case is the financial case. 17 Q. So the financial case is a sub part of the 18 business case? 19 A. Yes. 20 Q. Why would you have separate submission 21 guidelines? 22 A. I don't know what the detail is on the 23 submission guidelines for the business case. For 24 the financial case, I suspect it's if people are 25 seeing, as we do, a large number of these things,</p>	<p>1 A. Any project requires regional and/or 2 headquarters support before being approved by the 3 in-market company. If the total project costs 4 exceed a limit of U.S. dollars 40,000 for in-market 5 companies. Whether the project can be approved by 6 local management or board of directors will be 7 given in the terms of reference of the 8 in-market company. The board of directors can 9 approve a project only if the project has been 10 examined by the executive committee of the company. 11 Q. So under what you've just read, support 12 from regional or headquarters in Basel is mandatory 13 before a project can be formally approved by a 14 Syngenta subsidiary, correct? 15 A. Yeah, what it says for projects over 16 40,000, regional or headquarters support a 17 recommendation is required. 18 Q. Okay. What are the terms of reference 19 included in the second sentence? 20 A. I would read that as being a generic term 21 referring to what the delegation of authority is 22 for a particular legal entity in a particular 23 jurisdiction. 24 Q. Is that what you understand the words terms 25 of reference to be?</p>
Page 111	Page 113
<p>1 it's nice if they're all in a similar format. 2 Because trying to read a different format every 3 time is extremely time consuming. 4 Q. You see the reference to the finance 5 manager in the second sentence of that? 6 A. Yes. 7 Q. Who is the finance manager referenced 8 there? 9 A. That would generally be somebody who the 10 project manager has grabbed to help them get out of 11 the -- get out of the financial case. 12 Q. Would that be you? 13 A. No, no, it wouldn't be -- it would be 14 most often someone in Bob Molter's team who I 15 referred to earlier as being the supply finance 16 lead. Occasionally it would be a -- an analyst 17 within my team. So the IS project that I referred 18 to was actually a marketing project. So my 19 marketing analyst would have supported the 20 financial case of that. 21 Q. Go to page 78, please. 22 Read the first paragraph. Read it out loud 23 into the record, please. 24 A. The whole of the first paragraph? 25 Q. Yes.</p>	<p>1 A. From reading this now, yes. 2 Q. Third paragraph says that members of the 3 in-market company shall sign the original approval 4 document and the in-market company just means the 5 particular subsidiary you've mentioned before in this 6 -- for you it would be Syngenta Crop Protection, 7 Inc., correct? 8 A. Yes. 9 Q. I think I talked over your answer. 10 Is that yes? 11 A. Oh, yes, yes. 12 Q. And if you'd look at the first sentence and 13 read it in paragraph four. 14 A. If the project needs to be supported by 15 others, then the local management, brackets ie: 16 region and/or HQ Basel, closed brackets, the 17 approval documents as well as other relevant 18 project documents has to be sent to the region 19 and/or headquarters Basel with various examples of 20 what those documents might be. 21 Q. And Syngenta Crop Protection, Inc. sends 22 these kinds of e-mails to regional or headquarters in 23 Basel with the relevant approval documents attached, 24 as far as you know? 25 A. Yes.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 114	Page 116
<p>1 Q. And who actually sends these for approval?</p> <p>2 A. The project manager would -- would take</p> <p>3 the initiative to go around and brief whoever they</p> <p>4 need to get approval from, collect the signatures</p> <p>5 and then I'm assuming they would send it on.</p> <p>6 Q. Okay. Look at the fifth paragraph. Can you</p> <p>7 read that out loud.</p> <p>8 A. Well, the global capital coordinator or</p> <p>9 the regional capital coordinator as appropriate</p> <p>10 will send confirmation that the required support</p> <p>11 has been obtained. Without this confirmation the</p> <p>12 in-market company is not allowed to spend any</p> <p>13 money.</p> <p>14 Q. Who's the global capital coordinator?</p> <p>15 A. My guess would be Alexander Pflugi.</p> <p>16 Q. Okay. Mr. Pflugi is the same person we've</p> <p>17 talked about being in Basel at Syngenta Crop</p> <p>18 Protection -- I'm sorry, at Syngenta International,</p> <p>19 AG?</p> <p>20 A. Yes.</p> <p>21 Q. Who is the regional capital coordinator?</p> <p>22 A. I don't believe we have one.</p> <p>23 Q. Okay.</p> <p>24 A. We don't -- it would be myself or Vern</p> <p>25 who confirm back to the person.</p>	<p>1 A. Note, all projects of global functions</p> <p>2 R&D and global supply needs support by region or</p> <p>3 headquarters prior to local sanctioning.</p> <p>4 Q. Does that mean that all local projects</p> <p>5 effecting global functions such as research and</p> <p>6 technology or global supply requires support of</p> <p>7 regional or headquarter regardless of the cost?</p> <p>8 A. For R&D and global supply, I would read</p> <p>9 that as being the Marian Stypa or John Riley who I</p> <p>10 referred to earlier would look at all their -- all</p> <p>11 the projects that come through their departments.</p> <p>12 Q. Actually, doesn't the first paragraph say</p> <p>13 it applies to all projects exceeding \$40,000</p> <p>14 American, correct?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. And then the note below that is an</p> <p>17 exception, isn't it?</p> <p>18 A. Yes, I would read that as all projects of</p> <p>19 any amount of R&D and global supply would require a</p> <p>20 regional view, which is local within Crop</p> <p>21 Protection, Inc. anyway.</p> <p>22 Q. It would need support by</p> <p>23 region/headquarters prior to local sanctioning,</p> <p>24 correct?</p> <p>25 A. In practice, I don't believe that</p>
Page 115	Page 117
<p>1 Q. And how -- who do these coordinators send</p> <p>2 their confirmation to at Syngenta Crop Protection,</p> <p>3 Inc.?</p> <p>4 A. As I noted before, I think the global</p> <p>5 ones would come as just an e-mail saying that --</p> <p>6 Q. The project's approved?</p> <p>7 A. -- the recommendation would come to the</p> <p>8 project manager. If we get a regional one, we</p> <p>9 would provide our recommendations straight back to</p> <p>10 whoever sent it to us.</p> <p>11 Q. Let's go to the following page. For the</p> <p>12 record, this is Greenville 86064, heading 13 decision</p> <p>13 bodies. Please read the first paragraph in the</p> <p>14 record, the whole paragraph.</p> <p>15 A. Projects are legally approved in the</p> <p>16 local entity proposing the project. Please refer</p> <p>17 to the corresponding documents of this specific</p> <p>18 legal entity for information on the competence of</p> <p>19 local management versus the board of directors.</p> <p>20 Any project requires regional and/or headquarters</p> <p>21 support before being approved by the in-market</p> <p>22 company if the total project costs exceed a limit</p> <p>23 of U.S. dollars 40,000.</p> <p>24 Q. Please read that note below the first</p> <p>25 paragraph that you just read.</p>	<p>1 headquarters signs off on any projects below 40,000</p> <p>2 or recommends on any projects below 40,000.</p> <p>3 Q. Do you know if Syngenta Crop Protection,</p> <p>4 Inc. has become involved in projects of more than \$60</p> <p>5 million?</p> <p>6 A. No.</p> <p>7 Q. So you don't know if it has submitted for</p> <p>8 approval projects to the Syngenta, AG board?</p> <p>9 A. I don't -- I don't think it has, no. Not</p> <p>10 in my tenure.</p> <p>11 MR. TILLERY: Let's go off the record for</p> <p>12 a little while, please, let me look at my</p> <p>13 notes.</p> <p>14 THE VIDEOGRAPHER: Stand by.</p> <p>15 Going off the record. The time is 11:54</p> <p>16 and 24 seconds.</p> <p>17 (A BRIEF RECESS WAS TAKEN.)</p> <p>18 THE VIDEOGRAPHER: We're back on the</p> <p>19 record. The time is 12:02 and 59 seconds.</p> <p>20 Please continue.</p> <p>21 Q. Have you ever seen any minutes of the</p> <p>22 Syngenta executive committee?</p> <p>23 A. No.</p> <p>24 Q. Let me start over because I didn't have my</p> <p>25 mic on.</p>

30 (Pages 114 to 117)

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 118	Page 120
<p>1 A. Sure.</p> <p>2 Q. Have you ever seen any minutes of the</p> <p>3 Syngenta executive committee?</p> <p>4 A. No.</p> <p>5 Q. And I'm talking about redacted or</p> <p>6 unredacted.</p> <p>7 A. No.</p> <p>8 Q. Okay. Have you ever seen any minutes of the</p> <p>9 capital committee?</p> <p>10 A. I've never seen a full set of minutes. I</p> <p>11 may have seen in one of the approval e-mails just</p> <p>12 saying this was approved or recommended in the</p> <p>13 meeting. But I haven't seen a full set.</p> <p>14 Q. And that's where they redact everything out</p> <p>15 except the part of the approval that replies to the</p> <p>16 request?</p> <p>17 A. They would say the CAC is recommended --</p> <p>18 THE COURT REPORTER: The what is</p> <p>19 recommended?</p> <p>20 A. The CAC is recommended, CAC is</p> <p>21 recommended for this project.</p> <p>22 Q. Have you ever seen minutes of the business</p> <p>23 services committee?</p> <p>24 A. No.</p> <p>25 Q. Do you have a copy of the transfer pricing</p>	<p>1 sure there are, yeah.</p> <p>2 Q. Do you know if the insurance, liability</p> <p>3 insurance that encompasses Syngenta Crop Protection,</p> <p>4 Inc. is part of a global insurance policy?</p> <p>5 A. I don't, no.</p> <p>6 Q. Do you know whether there are U.S. wide or</p> <p>7 U.S. separate insurance policies that cover Syngenta</p> <p>8 subsidiaries in the U.S.?</p> <p>9 A. There would be for particular items like</p> <p>10 fleet insurance and things like that. The</p> <p>11 specifics of all of them, I don't know.</p> <p>12 Q. Who handles insurance?</p> <p>13 A. We have a insurance specialist who sits</p> <p>14 in Wilmington, Delaware.</p> <p>15 Q. Okay.</p> <p>16 A. And we will have individuals in Crop</p> <p>17 Protection, Inc. who deal with them. But I don't</p> <p>18 know their names.</p> <p>19 Q. Who's the insurance specialist at</p> <p>20 Wilmington, Delaware?</p> <p>21 A. John Burleigh.</p> <p>22 Q. And by whom is he employed?</p> <p>23 A. Syngenta Corporation.</p> <p>24 Q. I'm going to show you this. I only have</p> <p>25 one of these. So I'll just give it to you.</p>
Page 119	Page 121
<p>1 policy? Or have access to it?</p> <p>2 A. Yeah, I think I have access to it, yeah.</p> <p>3 Q. How do you have access to it?</p> <p>4 A. I believe it's on the intranet.</p> <p>5 Q. Is it limited access document?</p> <p>6 A. I don't know.</p> <p>7 Q. It's not limited to you, but you don't know</p> <p>8 if it's limited to others?</p> <p>9 A. I don't know, no.</p> <p>10 Q. Do you know what kind of insurance Syngenta</p> <p>11 Crop Protection, Inc. has?</p> <p>12 A. For what in specific?</p> <p>13 Q. I mean, you give me the full gamut of</p> <p>14 different coverages.</p> <p>15 Do know how the insurance is handled?</p> <p>16 A. Elements of it. The one I'm most</p> <p>17 familiar with is credit risk insurance.</p> <p>18 Q. Do you know of any like liability</p> <p>19 insurance.</p> <p>20 Do you know anything about that?</p> <p>21 A. No, I don't know any of the details about</p> <p>22 that.</p> <p>23 Q. Do you know if there global insurance</p> <p>24 policies?</p> <p>25 A. I'm sure there -- I'm sure there -- I'm</p>	<p>1 MR. TILLERY: Do you have another one?</p> <p>2 Actually, I have more.</p> <p>3 (Plaintiff's Exhibit 3: Statement of</p> <p>4 Expense documents, Bates GRNVL0000078282 -</p> <p>5 8350 marked for identification, as of this</p> <p>6 date.)</p> <p>7 Q. This was provided to us in discovery. Call</p> <p>8 it Exhibit 3. Would you look through it, please.</p> <p>9 MR. TILLERY: This is Greenville 78282</p> <p>10 through 78350.</p> <p>11 Q. It was given to us as an exemplar. Can you</p> <p>12 tell us what it is?</p> <p>13 A. It's a statement of expense report which</p> <p>14 shows the broad categories of expenses for various</p> <p>15 organizational units within Crop Protection, Inc.</p> <p>16 Q. These statement of expenses are all within</p> <p>17 the corporate entity of Syngenta Crop Protection,</p> <p>18 Inc.?</p> <p>19 A. I cannot say for certain without looking</p> <p>20 through every page of the report. But I recognize</p> <p>21 most of the groups -- all of the groups that I can</p> <p>22 see on clicking through. But I can't say for</p> <p>23 certain they're all within --</p> <p>24 THE COURT REPORTER: They're all?</p> <p>25 A. They're all within the Crop Protection,</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 122	Page 124
<p>1 Inc. entity.</p> <p>2 Q. The first topic is northern field crops.</p> <p>3 Do you see that?</p> <p>4 A. Yes.</p> <p>5 Q. Is that a recognized area within Syngenta</p> <p>6 Crop Protection, Inc.?</p> <p>7 A. Yes.</p> <p>8 Q. And then prairie and mountain. What is</p> <p>9 that?</p> <p>10 A. It's a business unit within Syngenta Crop</p> <p>11 Protection, Inc.</p> <p>12 Q. And are these certain geographical</p> <p>13 distinctions?</p> <p>14 A. Yes.</p> <p>15 Q. Are they divided by state?</p> <p>16 A. Yeah -- mostly, yeah. It's broad state.</p> <p>17 Q. What would northern field crops be?</p> <p>18 A. I don't know all the states and counties</p> <p>19 that would be covered by each one.</p> <p>20 Q. Prairie and mountain, you don't know or do</p> <p>21 you know?</p> <p>22 A. No.</p> <p>23 Q. Southern field crops, do you what's in --</p> <p>24 again, another geographical distinction?</p> <p>25 A. Yes.</p>	<p>1 A. Lawn and garden is really the gulf in</p> <p>2 consumer element rather than the sort of broad</p> <p>3 field crops.</p> <p>4 Q. Have you seen atrazine supply contracts</p> <p>5 that Syngenta Crop Protection, Inc. has entered into?</p> <p>6 A. I don't think I've seen one, no.</p> <p>7 Q. Do the supply contracts that you have seen</p> <p>8 have Syngenta Crop Protection, Inc.'s name on them or</p> <p>9 some other Syngenta entity?</p> <p>10 A. I said -- my answer was I don't think</p> <p>11 I've seen supply contracts.</p> <p>12 Q. Oh, I was asking a broader area.</p> <p>13 You've never seen a supply contract of any</p> <p>14 kind?</p> <p>15 A. No, I didn't say that. I mean -- you said</p> <p>16 -- you asked for atrazine.</p> <p>17 Q. No, the -- my -- I --</p> <p>18 MR. POPE: He's expanding --</p> <p>19 Q. -- the last question was do the supply</p> <p>20 contracts that you have seen have Syngenta Crop</p> <p>21 Protection, Inc.'s name on them or some other</p> <p>22 Syngenta entity?</p> <p>23 A. Okay. I can't recall. You know, I've</p> <p>24 seen some, but I can't recall the detail of them.</p> <p>25 Q. Have you ever seen a global supply</p>
Page 123	Page 125
<p>1 And horticulture is the same.</p> <p>2 Q. I didn't understand what you mean</p> <p>3 horticulture is the same?</p> <p>4 A. It's a geographically distinct business</p> <p>5 unit.</p> <p>6 Q. Okay. Where is it?</p> <p>7 A. East and west coast.</p> <p>8 Q. Okay. And sales and channel strategy,</p> <p>9 could you tell me what that is?</p> <p>10 A. That would generally be for sales that</p> <p>11 aren't to our broad customer base in those</p> <p>12 territories that we've referred to earlier. They</p> <p>13 would generally be sales to either distribution</p> <p>14 companies that they would use our products to make</p> <p>15 their own products or they would be sales to</p> <p>16 competitors such as Dow or Monsanto. And that also</p> <p>17 contains some of our developmental sales reps. So</p> <p>18 trainee sales reps.</p> <p>19 Q. What is seed care?</p> <p>20 A. Seed care is a business unit that</p> <p>21 services all geographies and is really around</p> <p>22 applying our products directly to seeds prior to</p> <p>23 germination.</p> <p>24 Q. Lawn and business -- lawn and garden</p> <p>25 business?</p>	<p>1 contract?</p> <p>2 A. Not that I'm aware.</p> <p>3 Q. The next topic is marketing. What is that?</p> <p>4 A. That's the marketing group that sits in</p> <p>5 Greensboro, I would suspect. Yeah, that's the</p> <p>6 Greensboro group.</p> <p>7 Q. There's a topic for communications. Do you</p> <p>8 know what that is?</p> <p>9 A. Yeah, I believe -- I believe this one</p> <p>10 would be for the local communications people that</p> <p>11 we have. So we do have a small team in Crop</p> <p>12 Protection, Inc.</p> <p>13 Q. There's division management and portfolio</p> <p>14 management. Can you tell me what those are?</p> <p>15 A. Division management would be the</p> <p>16 management group. So it would be Vern's cost</p> <p>17 center, but also the costs that would be in there</p> <p>18 would be the -- the bonus -- bonus pot for Crop</p> <p>19 Protection employees would be held in that cost</p> <p>20 center and then charged out or not as it's earned.</p> <p>21 So the bulk of that would be a broad bonus for the</p> <p>22 employee population. And the next one you asked</p> <p>23 was?</p> <p>24 MR. POPE: Portfolio management was the</p> <p>25 next one.</p>

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 126	Page 128
1 A. Do you have a page number for --	1 (SIGNATURE RESERVED.)
2 MR. POPE:	2
3 Q. Actually, just -- I think I --	3
4 A. I would have thought that would be within	4
5 marketing.	5
6 Q. I think I have it.	6
7 This was produced to us, sir, as a budget	7
8 that's created with consultation or approval by	8
9 somebody outside of Syngenta Crop Protection, Inc.	9
10 Was in response to a specific request in discovery.	10
11 Do you know if that is accurate for purposes of the	11
12 document you have in front of you?	12
13 A. No one outside of Syngenta Crop	13
14 Protection, Inc. would look at a document at this	14
15 level of detail.	15
16 Q. So you don't know -- this -- I'm	16
17 representing to you it was given to us as a document	17
18 that was produced to us as a budget that is created	18
19 in consultation with or approval by someone outside	19
20 of Syngenta Crop Protection, Inc.	20
21 Are you telling me that's an incorrect	21
22 response?	22
23 A. This document -- well --	23
24 Q. I'm -- very specific question.	24
25 A. Yeah, I'm just trying to make sure I'm	25
Page 127	Page 129
1 understanding your question. Are you asking	1 WITNESS' CERTIFICATE
2 whether our budget process as a whole is --	2
3 Q. All I can tell you is we asked for	3 I, JASON FOGDEN, do hereby certify that I
4 documents that would reflect the type of budgets that	4 have read and understand the foregoing transcript
5 would be approved by entities outside of Syngenta	5 and believe it to be true, accurate, and complete
6 Crop Protection, Inc., and this was given to us.	6 transcript of my testimony, subject to the attached
7 A. Okay. Well, my answer to that would --	7 list of changes, if any.
8 this level of detail would never be looked at by	8
9 someone outside of Crop Protection, Inc. Even --	9
10 it's just way too much detail.	10
11 MR. TILLERY: No further questions.	11 JASON FOGDEN
12 MR. POPE: Thank you. I have no	12
13 questions either. We will reserve signature	13
14 and designate this as confidential under the	14 This deposition was signed in my presence by
15 protective order.	15 _____, on the _____ day of
16 Thank you, Steve.	16 _____, 2010.
17 MR. TILLERY: You're welcome.	17
18 THE VIDEOGRAPHER: Stand by.	18
19 This is the end of videotape number two,	19 NOTARY PUBLIC
20 volume one in the deposition of Jason Fogden.	20 My commission expires:
21 The original videotapes will be retained by	21
22 WestLaw Deposition Services.	22
23 Going off the record. The time on the	23
24 monitor is 12:17 and 37 seconds.	24
25 (TIME NOTED: 12:17 p.m.)	25

33 (Pages 126 to 129)

Fogden, Jason 11-11-2010
Confidential - Under Protective Order

Page 130	Page 132
<p>1 (Page 1 of 2)</p> <p>2</p> <p>3 ERRATA SHEET</p> <p>4 RE: City of Greenville, Illinois, et al.</p> <p>5 vs. Syngenta Crop Protection, Inc., et al.</p> <p>6 DEPOSITION OF: Jason Fogden</p> <p>7 Please read this transcript with care,</p> <p>8 and if you find any corrections or changes you wish</p> <p>9 made, list them by page and line number below. DO</p> <p>10 NOT WRITE IN THE TRANSCRIPT ITSELF. Return the</p> <p>11 Certificate and Errata Sheet to this office after</p> <p>12 it is signed. We would appreciate your prompt</p> <p>13 attention to this matter</p> <p>14 To assist you in making such corrections,</p> <p>15 please use the form below. If supplemental or</p> <p>16 additional pages are necessary, please furnish same</p> <p>17 and attach them to this errata sheet.</p> <p>18 Page: Line: should read:</p> <p>19 Page: Line: should read:</p> <p>20 Page: Line: should read:</p> <p>21 Page: Line: should read:</p> <p>22 Page: Line: should read:</p> <p>23 Page: Line: should read:</p> <p>24 Page: Line: should read:</p> <p>25 Page: Line: should read:</p>	<p>1 STATE OF NORTH CAROLINA</p> <p>2 COUNTY OF MECKLENBURG</p> <p>3</p> <p>4 REPORTER'S CERTIFICATE</p> <p>5 I, V. Dario Stanziola, a Notary Public in</p> <p>6 and for the State of North Carolina, do hereby</p> <p>7 certify that there came before me on Thursday,</p> <p>8 November 11, 2010, the person hereinbefore named,</p> <p>9 who was by me duly sworn to testify to the truth</p> <p>10 and nothing but the truth of his knowledge</p> <p>11 concerning the matters in controversy in this</p> <p>12 cause; that the witness was thereupon examined</p> <p>13 under oath, the examination reduced to typewriting</p> <p>14 under my direction, and the deposition is a true</p> <p>15 record of the testimony given by the witness.</p> <p>16 I further certify that I am neither</p> <p>17 attorney or counsel for, nor related to or employed</p> <p>18 by, any attorney or counsel employed by the parties</p> <p>19 hereto or financially interested in the action.</p> <p>20 IN WITNESS WHEREOF, I have hereto set my</p> <p>21 hand, this the 23rd day of November 2010.</p> <p>22</p> <p>23</p> <p>24 V. DARIO STANZIOLA, CSR, RPR, CRR</p> <p>25 Notary Public No. 20011200120</p>
Page 131	
<p>1 (Page 2 of 2)</p> <p>2 Page: Line: should read:</p> <p>3 Page: Line: should read:</p> <p>4 Page: Line: should read:</p> <p>5 Page: Line: should read:</p> <p>6 Page: Line: should read:</p> <p>7 Page: Line: should read:</p> <p>8 Page: Line: should read:</p> <p>9 Page: Line: should read:</p> <p>10 Page: Line: should read:</p> <p>11 Page: Line: should read:</p> <p>12 Page: Line: should read:</p> <p>13 Page: Line: should read:</p> <p>14 Page: Line: should read:</p> <p>15 Page: Line: should read:</p> <p>16 Page: Line: should read:</p> <p>17 Page: Line: should read:</p> <p>18 Page: Line: should read:</p> <p>19 Page: Line: should read:</p> <p>20 Page: Line: should read:</p> <p>21 Page: Line: should read:</p> <p>22 Page: Line: should read:</p> <p>23 Page: Line: should read:</p> <p>24 Page: Line: should read:</p> <p>25 Page: Line: should read:</p>	

34 (Pages 130 to 132)